PROSPECTUS
October 10, 2016
Please read Section 32 of the Companies Act, 2013
Book Built Issue

ENDURANCE TECHNOLOGIES LIMITED

Our Company was originally incorporated as a private limited company at Mumbai under the name of "Endurance Suspension Systems (India) Private Limited" under the Companies Act, 1956 and received a certificate of incorporation dated December 27, 1999. As of the date of this Prospectus, the name of our Company is Endurance Technologies Limited, which was pursuant to a fresh certificate of incorporation dated May 31, 2016.

Registered Office: K-228, MIDC Industrial Area, Waluj, Aurangabad 431 136, Maharashtra, India; **Telephone**: +91 (240) 255 6686; **Facsimile**: +91 (240) 255 6685
Corporate Office: E-92, MIDC Industrial Area, Waluj, Aurangabad 431 136, Maharashtra, India; **Telephone**: +91 (240) 256 9737; **Facsimile**: +91 (240) 255 1700
For details of changes to the name of our Company, status and address of the registered office of our Company, please see "*History and Certain Corporate Matters*" on page 186 of this Prospectus.
Contact Person: Mr. Sunil Lalai, Company Secretary and Vice President – Legal and Compliance Officer; **Email**: investors@endurance.co.in; **Website**: www.endurancegroup.com;
Corporate Identity Number: U34102MH1999PLC123296

PROMOTER OF OUR COMPANY: MR. ANURANG JAIN

INITIAL PUBLIC OFFERING OF UP TO 24,613,024 EQUITY SHARES^ OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF ENDURANCE TECHNOLOGIES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ 472 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 462 PER EQUITY SHARE, AGGREGATING UP TO ₹ 11,617.35 MILLION^, CONSISTING OF AN OFFER FOR SALE OF UP TO 19,295,968 EQUITY SHARES^ BY ACTIS COMPONENTS AND SYSTEM INVESTMENTS LIMITED ("ACTIS") AND UP TO 5,317,056 EQUITY SHARES^ BY MR. ANURANG JAIN ("PROMOTER SELLING SHAREHOLDER") (COLLECTIVELY, THE "SELLING SHAREHOLDERS") (THE "OFFER FOR SALE" OR THE "OFFER"). THE OFFER SHALL CONSTITUTE UP TO 17.50%^ OF THE FULLY DILUTED POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE ANCHOR INVESTOR OFFER PRICE IS ₹ 472.

^ Subject to the finalization of the Basis of Allotment.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS ₹ 472 PER EQUITY SHARE AND IS 47.2 TIMES THE FACE VALUE OF THE EQUITY SHARES. In terms of Rule 19(2)(b)(iii) of the Securities Contracts Regulations Rules, 1957, as amended ("**SCRR**") read with Regulation 41 of the ICDR Regulations, this is an Offer for at least 10% of the post-Offer capital. The Offer is being made through the Book Building Process, in reliance on Regulation 26(1) of the ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**"). Provided that our Company and the Selling Shareholders, in consultation with the Lead Managers, have allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors, in accordance with the ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank accounts which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**"), to participate in the Offer. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, please see "*Offer Procedure*" on page 546 of this Prospectus.

RISKS IN RELATION TO FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price is 46.70 times the face value of the Equity Shares and the Cap Price is 47.20 times the face value of the Equity Shares. The Offer Price is 47.20 times the face value of the Equity Shares. The Offer Price (as has been determined by our Company and the Selling Shareholders in consultation with the Lead Managers, and justified as stated in the section "*Basis for Offer Price*" on page 108 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and / or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the Risk Factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the Bidders is invited to the section "*Risk Factors*" on page 17 of this Prospectus.

COMPANY'S AND THE SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Promoter Selling Shareholder and Actis severally and not jointly accept responsibility only for the statements made by each of them in this Prospectus and confirm that this Prospectus contains all information about each of them as a selling shareholder and the Equity Shares offered by each of them in the Offer and that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received "in-principle" approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated July 14, 2016 and July 22, 2016, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A copy of the Red Herring Prospectus has been and a copy of this Prospectus shall be delivered to the RoC for registration in accordance with the Companies Act, 2013. For details of the material contracts and documents that were available for inspection from the date of the Red Herring Prospectus up to the Offer Closing Date, please see "*Material Contracts and Documents for Inspection*" on page 629 of this Prospectus.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre, P.B. Marg Worli Mumbai 400 025 Telephone: + 91 (22) 4325 2183 Facsimile : +91 (22) 4325 3000 Email: endurance.ipo@axiscap.in Investor grievance Email: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Mr. Ankit Bhatia SEBI registration number: INM000012029	**Citigroup Global Markets India Private Limited** 1202, 12th Floor, First International Financial Center, G-Block Bandra Kurla Complex, Bandra East, Mumbai 400 051 Telephone: +91 (22) 6175 9999 Facsimile: +91 (22) 6175 9898 Email: endurance.ipo@citi.com Investor Grievance Email: investors.cgmib@citi.com Website:www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Contact Person: Mr. Gursartaj Singh Nijjar SEBI Registration No.: INM000010718	**Link Intime India Private Limited** C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West) Mumbai 400 078, Maharashtra, India Telephone: +91 (22) 6171 5400 Facsimile: +91 (22) 2596 0329 Email: etl.ipo@linkintime.co.in Investor Grievance Email: etl.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058

OFFER PROGRAMME

FOR ALL BIDDERS OFFER OPENED ON: Wednesday, October 5, 2016*	**FOR ALL BIDDERS OFFER CLOSED ON: Friday, October 7, 2016**

** The Anchor Investor Bidding Date was Tuesday, October 4, 2016.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise implies or requires, the terms and abbreviations stated hereunder shall have the meaning as assigned below. References to statutes, rules, regulations, guidelines and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Prospectus.

Company and Selling Shareholder related terms

Term	Description
"Company", "our Company", "ETL" or "Issuer"	Endurance Technologies Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at K-228, MIDC Industrial Area, Waluj, Aurangabad 431 136, Maharashtra, India.
"we", "us", or "our"	Unless the context otherwise requires or implies, Endurance Technologies Limited and its Subsidiaries, on a consolidated basis.
"Actis"	Actis Components and System Investments Limited, formerly Actis Investment Holdings No. 122 Limited prior to change of name on December 6, 2013.
"Actis Offered Shares"	Up to 19,295,968^ Equity Shares being offered by Actis in the Offer. *^ Subject to finalisation of Basis of Allotment.*
"AECPL"	Erstwhile Anurang Engineering Company Private Limited.
"AECPL Scheme of Amalgamation"	Scheme of amalgamation between our Company and AECPL, effective from August 11, 2006.
"Anurang Rohan Trust"	A private trust settled by Mr. Anurang Jain pursuant to a deed of settlement dated June 11, 2016 and as amended by a deed of amendment dated June 23, 2016. For further details, please see "*Capital Structure*" on page 91 of this Prospectus.
"Anurang Rhea Trust"	A private trust settled by Mrs. Suman Jain pursuant to a deed of settlement dated June 15, 2016. For further details, please see "*Capital Structure*" on page 91 of this Prospectus.
"Articles" or "Articles of Association"	The articles of association of our Company, as amended.
"Auditors" or "Statutory Auditor"	The statutory auditors of our Company, being Deloitte Haskins & Sells LLP, Chartered Accountants.
"Audit Committee"	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations.
"Board" or "Board of Directors"	The board of directors of our Company, as constituted from time to time, including any committees thereof.
"Chief Financial Officer" or "Group Chief Financial Officer"	The group chief financial officer of our Company.
"Chief Operating Officer"	The chief operating officer of our Company.
"Compliance Officer"	Mr. Sunil Lalai, Company Secretary and Vice President - Legal.
"Corporate Office"	The corporate office of our Company, situated at E-92, MIDC Industrial Area, Waluj, Aurangabad 431 136, Maharashtra, India.
"CSR Committee"	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013.
"Director(s)"	Director(s) on the Board of our Company, as appointed from time to time.
"Endurance Amann"	Endurance Amann GmbH, a wholly owned subsidiary of our Company in Germany.
"Endurance Engineering"	Endurance Engineering SrL, a step down subsidiary of our Company and a wholly owned subsidiary of Endurance Overseas in Italy.
"Endurance FOA"	Endurance FOA SpA, a step down subsidiary of our Company and a wholly owned subsidiary of Endurance Overseas in Italy.
"Endurance Fondalmec"	Endurance Fondalmec SpA, a step down subsidiary of our Company and a wholly owned subsidiary of Endurance Overseas in Italy.
"Endurance Overseas"	Endurance Overseas SrL, a wholly owned subsidiary of our Company in Italy.
"ESIPL"	Endurance Systems (India) Private Limited, erstwhile wholly-owned subsidiary of our Company.
"ESIPL Scheme of Arrangement"	Scheme of arrangement between our Company and ESIPL, effective from December 1, 2009 and subsequently amended and approved by the High Court of Bombay by its order dated July 1, 2011 and the amended scheme being effective from July 29, 2011.

Term	Description
"Equity Shares"	Unless the context otherwise requires, refers to Equity shares of our Company having a face value of ₹ 10 each.
"Executive Director"	An executive Director.
"Group Companies"	Such companies as covered under the applicable accounting standards and also other companies as considered material by our Board pursuant to a policy on materiality of group companies approved by our Board on June 10, 2016, excluding companies forming a part of the Varroc Group. However, our Board has identified that there are no material group companies of our Company. For details, please see "*Our Promoter, Promoter Group and Group Companies*" on page 217 of this Prospectus.
"HTTSPL"	High Technology Transmission Systems (India) Private Limited, erstwhile wholly-owned subsidiary of our Company.
"HTTSPL Scheme of Amalgamation"	Scheme of amalgamation between our Company and HTTSPL, effective from February 10, 2014.
"Ind AS Financial Statements"	Interim condensed consolidated and standalone financial information of our Company for the three month period ended June 30, 2016 and June 30, 2015 prepared in accordance with the requirements of Indian Accounting Standards 34 on Interim Financial Reporting (Ind AS 34) specified under section 133 of the Companies Act 2013.
"Independent Director"	A non-executive, independent Director as per the Companies Act, 2013 and the Listing Regulations.
"IPO Committee"	The committee of our Board constituted pursuant to a Board resolution dated June 10, 2016.
"KMP" or "Key Management Personnel"	Key management personnel of our Company in terms of the ICDR Regulations and as disclosed in "*Our Management*" on page 201 of this Prospectus.
"Memorandum" or "Memorandum of Association"	The memorandum of association of our Company, as amended.
"Memorandum of Agreement"	Agreement dated March 19, 2010 entered into between our Promoter, Mr. Tarang Jain, Mr. Naresh Chandra and Mrs. Suman Jain.
"NC Trust"	A private trust settled by Mr. Naresh Chandra pursuant to a deed of settlement dated June 15, 2016. For further details, please see "*Capital Structure*" on page 91 of this Prospectus.
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations.
"Non-Executive Director"	A Director not being an Executive Director or an Independent Director.
"Offered Shares"	Collectively, the Actis Offered Shares and the Promoter Offered Shares.
"Promoter"	The promoter of our Company, Mr. Anurang Jain. For details, please see "*Our Promoter, Promoter Group and Group Companies*" on page 217 of this Prospectus.
"Promoter Group"	Such persons and entities which constitute the promoter group of our Company pursuant to Regulation 2 (1)(zb) of the ICDR Regulations, excluding (i) Mr. Tarang Jain, (ii) Varroc Group, (iii) any body corporate in which 10% or more of the equity share capital is held by Mr. Tarang Jain or any firm or trust in which Mr. Tarang Jain is a member, and (iv) any body corporate in which a body corporate in (iii) above holds 10% or more of the equity share capital. For details, please see "*Our Promoter, Promoter Group and Group Companies*" on page 217 of this Prospectus.
"Promoter Offered Shares"	Up to 5,317,056 Equity Shares^ being offered by the Promoter Selling Shareholder in the Offer. ^ *Subject to finalisation of Basis of Allotment*
"Promoter Selling Shareholder"	Mr. Anurang Jain.
"Registered Office"	The registered office of our Company situated at K-228, MIDC Industrial Area, Waluj, Aurangabad 431 136, Maharashtra, India.
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra situated at Everest, 5th Floor, 100, Marine Drive, Mumbai 400 002.
"Restated Consolidated Financial Information"	The consolidated financial information of our Company, its Subsidiaries and joint venture as of and for each of the financial years ended March 31, 2016, 2015, 2014, 2013 and 2012 and for the three month period ended June 30, 2016 together with the related notes, schedules and annexures thereto included in this Prospectus, which have been prepared in accordance with the requirements of the Companies Act, 2013 and Indian GAAP and restated in accordance with the ICDR Regulations.

Term	Description
"Restated Unconsolidated Financial Information"	The unconsolidated financial information of our Company as of and for each of the financial years ended March 31, 2016, 2015, 2014, 2013 and 2012, and for the three month period ended June 30, 2016 together with the related notes, schedules and annexures thereto included in this Prospectus, which have been prepared in accordance with the requirements of the Companies Act, 2013 and Indian GAAP, and restated in accordance with the ICDR Regulations.
"Restated Financial Information"	Restated Consolidated Financial Information and Restated Unconsolidated Financial Information collectively.
"SCPEML"	Standard Chartered Private Equity (Mauritius) II Limited.
"Selling Shareholders"	Actis and Promoter Selling Shareholder, collectively.
"Shareholder(s)"	Equity shareholders of our Company, from time to time.
"Shareholders' Agreement"	Shareholders' agreement entered into between our Company, our Promoter, other Shareholders namely Mr. Naresh Chandra, Mrs. Suman Jain, Naresh Chandra HUF, Anurang Jain HUF and Mrs. Varsha Jain and Actis dated December 19, 2011 and subsequently amended by way of the Waiver Letter.
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations.
"Subsidiary" or "Subsidiaries"	A subsidiary of our Company as of the date of this Prospectus, in accordance with the Companies Act, 2013, and as set out in "*Our Subsidiaries*" on page 195 of this Prospectus.
"Varroc Group"	All companies promoted, owned or controlled by Mr. Tarang Jain, including Varroc Engineering Private Limited and its subsidiaries.
"Waiver Letter"	Waiver letter dated June 30, 2016, executed under the Shareholders' Agreement dated December 19, 2011, between our Company, our Promoter, other Shareholders namely Mr. Naresh Chandra, Mrs. Suman Jain, Anurang Jain HUF, Mr. Rohan Jain, Mrs. Varsha Jain and Actis.

Offer Related Terms

Term	Description
"Acknowledgement Slip"	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.
"Allotment", "Allot" or "Allotted"	Unless the context otherwise requires, the transfer of Equity Shares to successful Bidders by the Selling Shareholders pursuant to the Offer.
"Allotment Advice"	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
"Allottee"	A successful Bidder to whom the Equity Shares are Allotted.
"Anchor Investor"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the ICDR Regulations.
"Anchor Investor Allocation Price"	₹ 472 per Equity Share.
"Anchor Investor Bidding Date"	October 4, 2016.
"Anchor Investor Form"	Form used by an Anchor Investor to Bid in the Anchor Investor Portion and which was considered as an application for Allotment in terms of the Red Herring Prospectus and this Prospectus.
"Anchor Investor Offer Price"	₹ 472 per Equity Share. The Anchor Investor Offer Price was decided by our Company and the Selling Shareholders in consultation with the Lead Managers.
"Anchor Investor Portion"	Up to 60% of the QIB Portion, which has been allocated by our Company, in consultation with the Lead Managers, to Anchor Investors on a discretionary basis in accordance with the ICDR Regulations, out of which one third was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
"Applications Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Accounts.
"ASBA Account"	An account maintained with an SCSB and specified in the ASBA Form submitted by an ASBA Bidder, which has been blocked by such SCSB to the extent of the Bid Amount specified by a Bidder.
"ASBA Bidder"	All bidders except Anchor Investors.
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus.
"Axis"	Axis Capital Limited.
"Basis of Allotment"	The basis on which the Equity Shares will be Allotted, as described in "*Offer Procedure –*

Term	Description
	Allotment Procedure and Basis of Allotment" on page 581 of this Prospectus.
"Bid"	An indication to make an offer during the Offer Period by an ASBA Bidder, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application Form, to purchase, the Equity Shares at a price within the Price Band, including all revisions thereto as permitted under the ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form, and the term "Bidding" shall be construed accordingly.
"Bid Amount"	In relation to each Bid shall mean the highest value of the Bid indicated in the Bid cum Application Form and payable by the Bidder, or blocked in the ASBA Account of the ASBA Bidders, upon submission of the Bid in the Offer.
"Bid cum Application Form"	Anchor Investor Form or the ASBA Form, as the context requires.
"Bid Lot"	30 Equity Shares.
"Bidder"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
"Book Building Process"	The book building process as described in Part A, Schedule XI of the ICDR Regulations, in terms of which the Offer is being made.
"Broker Centre"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker and details of which are available on the websites of the respective Stock Exchanges as below: http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm.
"CAN" or "Confirmation of Allocation Note"	The note or advice or intimation of allocation sent to Anchor Investors who have been allocated Equity Shares after the Anchor Investor Bidding Dates.
"Cap Price"	₹ 472.
Citi	Citigroup Global Markets India Private Limited.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
"Cut off Price"	The Offer Price, as finalised by our Company and the Selling Shareholders in consultation with the Lead Managers. Only Retail Individual Investors were entitled to Bid at the Cut off Price.
"Demographic Details"	The demographic details of the Bidders such as their respective addresses, occupation, PAN, MICR Code and bank account details.
"Designated Branches"	Such branches of the SCSBs which shall collect ASBA Forms, a list of which is available on the website of the SEBI at (www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognized-Intermediaries) and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time.
"Designated CDP Locations"	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com).
"Designated Date"	The date on which funds are transferred from the Escrow Account to the Public Offer Account or the Refund Account, as appropriate, or the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Offer Account, as the case may be, after the Prospectus is filed with the RoC.
"Designated Intermediaries"	Syndicate, Sub-Syndicate/ Agents, SCSBs, Registered Brokers, the CDPs and RTAs, who are authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Offer.
"Designated RTA Locations"	Such locations of the RTAs where ASBA Bidders can submit the ASBA Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
"Designated Stock Exchange"	BSE Limited.
"Draft Red Herring Prospectus"	The draft red herring prospectus dated July 5, 2016, issued in accordance with the ICDR Regulations, which did not contain complete particulars of the Offer, including the price at which the Equity Shares will be Allotted and the size of the Offer.
"Eligible FPIs"	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation

Term	Description
	under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
"Eligible NRIs"	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
"Escrow Account(s)"	Accounts opened with the Escrow Collection Bank in whose favour Anchor Investors transferred money through direct credit/ NEFT/ RTGS in respect of Bid Amounts when submitting a Bid.
"Escrow Agreement"	The agreement dated September 21, 2016 amongst our Company, the Registrar to the Offer, the Lead Managers, the Selling Shareholders, the Escrow Collection Bank, the Public Offer Account Bank, and the Refund Bank for, among other things, collection of the Bid Amounts from Anchor Investors and where applicable, refunds of the amounts collected on the terms and conditions thereof.
"Escrow Agent"	Link Intime India Private Limited appointed pursuant to the Share Escrow Agreement dated September 20, 2016.
"Escrow Collection Bank"	The bank which is a clearing member and registered with SEBI under the BTI Regulations, with whom the Escrow Account has been opened, being Axis Bank Limited.
"First Bidder"	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
"Floor Price"	₹ 467.
"General Information Document"	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI, suitably modified and included in "*Offer Procedure*" on page 558 of this Prospectus.
"Lead Managers", "Manager", "Book Running Lead Managers", "BRLM" or "LM"	The Lead Managers, being Axis Capital Limited and Citigroup Global Markets India Private Limited.
"Maximum RII Allottees"	Maximum number of Retail Individual Investors who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
"Mutual Fund Portion"	5% of the QIB Portion (other than Anchor Investor Portion) available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
"Non-Institutional Investors"	All Bidders, including Category III FPIs, that are not QIBs or Retail Individual Investors who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs).
"Non-Institutional Portion"	The portion of the Offer being not less than 15% of the Offer available for allocation to Non-Institutional Investors on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
"Offer" or "Offer for Sale"	Initial public offering of up to 24,613,024^ Equity Shares of face value ₹ 10 each of our Company for cash at a price of ₹ 472 per Equity Share (including a share premium of ₹ 462 per Equity Share aggregating up to ₹ 11,617.35 million^, consisting of an offer for sale of up to 19,295,968^ Equity Shares by Actis and up to 5,317,056^ Equity Shares by Mr. Anurang Jain. The Offer shall constitute up to 17.50%^ of the fully diluted post-offer paid-up equity share capital of our Company. ^ *Subject to finalisation of Basis of Allotment*
"Offer Agreement"	The agreement entered into on July 5, 2016 amongst our Company, the Selling Shareholders and the Lead Managers, pursuant to the ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer.
"Offer Closing Date"	Except in relation to Bids received from the Anchor Investors, October 7, 2016.
"Offer Opening Date"	Except in relation to Bids received from the Anchor Investors, October 5, 2016.
"Offer Period"	Except in relation to Bids received from Anchor Investors, October 5, 2016 to October 7, 2016.
"Offer Price"	₹ 472, being the final price at which the Equity Shares will be Allotted to Bidders other than Anchor Investors in terms of the Red Herring Prospectus. The Offer Price was decided by our Company and the Selling Shareholders in consultation with the Lead Managers, on the Pricing Date.
"Offer Proceeds"	Gross proceeds of the Offer.
"Price Band"	₹ 467 to ₹ 472.
"Pricing Date"	October 10, 2016, the date on which our Company and the Selling Shareholders in consultation with the Lead Managers, finalised the Offer Price.
"Prospectus"	This prospectus dated October 10, 2016 issued in accordance with the Companies Act, 2013, containing, *inter-alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.

Term	Description
"Public Offer Account"	An account opened in accordance with the provisions of the Companies Act, 2013, with the Public Offer Account Bank to receive money from the Escrow Accounts and from the ASBA Accounts on the Designated Date.
"Public Offer Account Bank"	The bank which is a clearing member and registered with SEBI under the BTI Regulations, with whom the Public Offer Account has been opened, being Axis Bank Limited.
"Qualified Institutional Buyers" or "QIBs"	A qualified institutional buyer, as defined under Regulation 2(1)(zd) of the ICDR Regulations.
"QIB Portion"	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer which shall be allocated to QIBs, including the Anchor Investors (which allocation shall be on a discretionary basis, as determined by our Company and the Selling Shareholders, in consultation with the Lead Managers) subject to valid Bids being received at or above the Offer Price.
"Red Herring Prospectus"	The red herring prospectus dated September 26, 2016, issued in accordance with the Companies Act, 2013, and the ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares were offered and the size of the Offer including any addenda or corrigenda thereto.
"Refund Account"	The account opened with the Refund Bank(s), from which refunds to unsuccessful Anchor Investors, if any, of the whole or part of the Bid Amount shall be made.
"Refund Bank"	The bank which is a clearing member and registered with SEBI under the BTI Regulations with whom the Refund Account has been opened and in this case being Axis Bank Limited.
"Registered Broker"	Stock brokers registered with the stock exchanges having nationwide terminals other than the Syndicate, and eligible to procure Bids from ASBA Bidders in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI.
"Registrar" or "Registrar to the Offer"	Link Intime India Private Limited.
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from ASBA Bidders at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
"Retail Portion"	The portion of the Offer being not less than 35% of the Offer available for allocation to Retail Individual Investor(s) in accordance with the ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
"Retail Individual Investors"/ "RII(s)"	Individual Bidders (including HUFs applying through their karta and Eligible NRIs) who have not submitted a Bid for Equity Shares for a Bid Amount of more than ₹ 200,000 in any of the Bidding options in the Offer.
"Revision Form"	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any prior Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bids during the Offer Period and withdraw their Bids until Offer Closing Date.
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	Banks which are registered with SEBI under the BTI Regulations, which offer the facility of ASBA, a list of which is available on the website of the SEBI at (www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
"Share Escrow Agreement"	The agreement dated September 20, 2016 amongst our Company, the Selling Shareholders and the Escrow Agent for deposit of such Selling Shareholders respective offered Equity Shares in escrow.
"Specified Cities" or "Specified Locations"	Bidding centres where the Syndicate shall accept ASBA Forms from ASBA Bidders, a list of which is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
"Stock Exchange(s)"	NSE and BSE.
"Sub Syndicate"	The sub-syndicate members, if any, appointed by the Lead Managers and the Syndicate Members, to collect Bid cum Application Forms.
"Syndicate" or "member of the Syndicate"	The Lead Managers and the Syndicate Members.
"Syndicate Agreement"	The agreement dated September 22, 2016 amongst the Syndicate, our Company and the Selling Shareholders in relation to collection of Bids by the Syndicate.
"Syndicate Bidding Centres"	Syndicate and Sub Syndicate centres established for acceptance of the Bid cum Application Form and Revision Forms.
"Syndicate Members"	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, Axis Capital Limited and Citigroup Global Markets India Private Limited.
"Underwriters"	Axis and Citi.

Term	Description
"Underwriting Agreement"	The agreement dated October 10, 2016 amongst the Underwriters, our Company and the Selling Shareholders.
"Working Day"	All days other than second and fourth Saturdays of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Offer Period, shall mean all days except Saturday, Sunday and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Conventional or general terms and abbreviations

Term	Description
"A/c"	Account.
"AGM"	Annual general meeting.
"AIFs"	Alternative investment funds as defined in and registered under the AIF Regulations.
"AIF Regulations"	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
"AS"	Accounting standards issued by the Institute of Chartered Accountants of India, as notified by the Companies (Accounting Standards) Rules, 2006.
"A.Y."	Assessment year.
"BPLR"	Benchmark prime lending rate.
"BSE"	BSE Limited.
"BTI Regulations"	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
"CAGR"	Compounded Annual Growth Rate.
"Calendar Year" or "year"	Unless the context otherwise requires, shall refer to the twelve month period ending December 31.
"Category III Foreign Portfolio Investors" or "Category III FPIs"	FPIs who are registered as "Category III foreign portfolio investors" under the FPI Regulations.
"CCI"	Competition Commission of India.
"CDSL"	Central Depository Services (India) Limited.
"CFO"	Chief Financial Officer.
"Combination Regulations"	Provisions under the Competition Act in relation to combinations.
"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.
"Companies Act"	Companies Act, 1956 and the rules thereunder, to the extent not repealed, and/ or the Companies Act, 2013.
"Competition Act"	Competition Act, 2002.
"CRISIL"	CRISIL Research, a division of CRISIL Limited.
"CSR"	Corporate social responsibility.
"Depositories Act"	Depositories Act, 1996.
"Depository" or "Depositories"	NSDL and CDSL.
"DIN"	Director Identification Number.
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act.
"DP ID"	Depository Participant's identity number.
"DTC"	Draft Direct Taxes Code, 2013.
"ECB"	External commercial borrowing.
"EBITDA"	Earnings before interest, tax, depreciation and amortisation.
"EGM"	Extraordinary general meeting.
"EPS"	Earnings per share (as calculated in accordance with AS-20).
"ERP"	Enterprise Resource Planning.
"EU"	European Union.
"Euro" or "€"	Euro.
"Euribor"	Euro Interbank Offered Rate
"FDI"	Foreign direct investment.
"FEMA"	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder.
"FEMA Regulations"	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.

Term	Description
"Financial Year", "Fiscal", "FY" or "F.Y."	Period of twelve months ending on March 31 of that particular year, unless stated otherwise.
"FII(s)"	Foreign Institutional Investor, as defined under the erstwhile Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
"FII Regulations"	Erstwhile Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
"FPI(s)"	Foreign Portfolio Investor, as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014, including FIIs and QFIs, which are deemed to be foreign portfolio investors.
"FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
"Finance Act"	Finance Act, 1994.
"FIPB"	Foreign Investment Promotion Board.
"FVCI"	Foreign venture capital investors, as defined and registered with SEBI under the FVCI Regulations.
"FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
"GDP"	Gross domestic product.
"GIR Number"	General index registration number.
"GoI"	Government of India.
"Government of Maharashtra Incentive Scheme"	Sales tax incentive scheme of 1998 formulated by the Maharashtra government under the erstwhile Maharashtra Sales Tax Act, 1959 currently monitored by the Directorate of Industries, Government of Maharashtra.
"GST"	Goods and services tax.
"HUF"	Hindu undivided family.
"ICAI"	The Institute of Chartered Accountants of India.
"ICDS"	Income Computation and Disclosure Standards.
"IFRS"	International Financial Reporting Standards.
"Ind AS"	Indian Accounting Standards.
"Intermediaries Regulations"	Securities and Exchange Board of India (Intermediaries) Regulations, 2008.
"I.T. Act"	The Income Tax Act, 1961.
"IT"	Information technology.
"ITAT"	Income Tax Appellate Tribunal.
"ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
"Indian GAAP"	Accounting principles generally accepted in India.
"Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
"IPR"	Intellectual property rights.
"IPO"	Initial public offer.
"LIBOR"	London Interbank Offered Rate
"Listing Agreement"	The equity listing agreement to be entered into by our Company with each of the Stock Exchanges.
"Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
"MAT"	Minimum alternate tax.
"MCA"	Ministry of Corporate Affairs, Government of India.
"MICR"	Magnetic ink character recognition.
"Mn" or "mn"	Million.
"MOEF"	Ministry of Environment and Forests.
"MPCB"	Maharashtra Pollution Control Board.
"Mutual Funds"	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
"N.A."	Not applicable.
"NAV"	Net asset value per share being Net Worth at the end of period/ year excluding preference share capital and cumulative preference dividend divided by total number of equity shares outstanding at the end of the period/ year.
"NCT"	National Capital Territory.
"NECS"	National electronic clearing service.
"NEFT"	National electronic fund transfer.
"Negotiable Instruments Act"	Negotiable Instruments Act, 1881.
"Net Worth"	Equity share capital plus preference share capital and reserves and surplus.
"NGT"	National Green Tribunal.
"NOC"	No objection certificate.

Term	Description
“Non-Resident”	A person resident outside India, as defined under FEMA.
“NRE Account”	Non resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
“NRI” or “Non-Resident Indian”	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an ‘Overseas Citizen of India’ cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
“NRO Account”	Non resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
“NSDL”	National Securities Depository Limited.
“NSE”	National Stock Exchange of India Limited.
“OCB” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.
“P/E Ratio”	Price/earnings ratio.
“PAN”	Permanent account number allotted under the I.T. Act.
“PLR”	Prime lending rate.
“PSUs”	Public Sector Undertakings (government-owned corporations).
“R&D”	Research and development.
“RBI”	Reserve Bank of India.
“RONW”	Return on net worth.
“Rs.”, “Rupees”, “₹” or “INR”	Indian Rupees.
“RTGS”	Real time gross settlement.
“SCRA”	Securities Contracts (Regulation) Act, 1956.
“SCRR”	Securities Contracts (Regulation) Rules, 1957.
“SEBI”	Securities and Exchange Board of India constituted under the SEBI Act.
“SEBI Act”	Securities and Exchange Board of India Act, 1992.
“Securities Act”	U.S. Securities Act of 1933.
“SICA”	Sick Industrial Companies (Special Provisions) Act, 1985.
“STT”	Securities Transaction Tax.
“State Government”	Government of a State of India.
“Takeover Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
“U.S.”	United States of America.
“U.S.D” or “$” or “U.S. $”	United States Dollar.
“U.S. GAAP”	Generally accepted accounting principles in the U.S.
“U.S. QIBs”	Qualified institutional buyers, as defined in Rule 144A under the Securities Act.
“VAT”	Value added tax.
“VCFs”	Venture capital funds as defined in, and registered with SEBI under, the VCF Regulations.
“VCF Regulations”	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996.

Industry related terms

Term	Description
"ABS"	Anti-lock Braking System.
"ACMA"	Automotive Components Manufacturing Association of India.
"Adler"	Adler SpA.
"Bajaj"	Bajaj Auto Limited.
"CBS"	Combined Brake System.
"CNC"	Computer Numerically Controlled.
"CNG"	Compressed Natural Gas.
"CVT"	Continuous Variable Transmission Assemblies.
"Daimler"	Daimler AG.
"DIC"	Directorate of Industries, Government of Maharashtra.
"DSIR"	Government of India's Department of Scientific and Industrial Research.
"EPCG Scheme"	Export Promotion Capital Goods Scheme.
"EVTC"	Endurance Variable Torque Clutch.
"FCA Italy S.p.a"	FCA Italy S.p.a and its group companies.
"FSDS"	Front fork with Separate Damping and Spring.
"GDC"	Gravity die casting.
"HCV"	Heavy commercial vehicle.
"Hero"	Hero Motorcorp Limited.
"HMC"	Horizontal machining centre.
"Honda"	Honda Motorcycle and Scooter India Private Limited.
"HPDC"	High Pressure Die casting.
"IDC"	Industrial Development Corporation.
"IIP"	Index of Industrial Production.
"IMF"	International Monetary Fund.
"LCV"	Light commercial vehicle.
"LPDC"	Low Pressure Die casting.
"Mahindra"	Mahindra & Mahindra Limited.
"MEIS"	Merchandise Exports from India Scheme.
"MERS"	Middle East Respiratory Syndrome.
"Mordor Report"	Mordor Intelligence, Europe Automotive Parts Die Casting Market (2016-2021), May 2016.
"MUV"	Multi Utility Vehicle.
"MW"	Mega Watt.
"OE"	Original Equipment.
"OEM"	Original equipment manufacturer.
"PMGSY"	Pradhan Mantri Grameen Sadak Yojana.
"PTFE"	Poly tetra fluoro ethylene.
"QCD"	Quality, Cost And Delivery.
"R&D"	Research and Development.
"Royal Enfield"	A unit of Enfield Motors Limited.
"RoCE"	Return on capital employment.
"SIAM"	Society of Indian Automobile Manufacturers.
"SICOM"	SICOM India Limited.
"SCV"	Small Commercial Vehicles.
"SUV"	Sports Utility Vehicle.
"Tier One Company"	A company that supplies components directly to an OEM.
"TPM"	Total Productive Maintenance.
"WP Performance"	WP Performance Systems GmbH.
"Yamaha"	India Yamaha Motor Private Limited.
"VDA"	Verband der Automobilindustrie.
"VMC"	Vertical machining centre.
"VW"	Volkswagen Group.

Unless the content otherwise requires, the words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, ICDR Regulations, the SEBI Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms specifically defined in this Prospectus, shall have the meanings given to such terms in the sections where specifically defined.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to "India" contained in this Prospectus are to the Republic of India, all references to the "U.S." or "United States" are to the United States of America, all references to "Germany" are to the Federal Republic of Germany and all references to "Italy" are to the Italian Republic.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

Financial Data

Unless the context requires otherwise, the financial data in this Prospectus is derived from our Restated Financial Information. Our Restated Financial Information has been prepared in accordance with the Companies Act, 2013 and Indian GAAP and restated in accordance with the ICDR Regulations. Further, with effect from April 1, 2016, we are required to prepare our financial statements in accordance with Ind AS and our Ind AS Financial Statements have been included in this Prospectus.

Our Company's Financial Year commences on April 1, and ends on March 31 of the following year accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year. Unless the context otherwise requires, all references to a year in this Prospectus are to a calendar year and references to a Fiscal Year are to March 31 of that calendar year.

Certain figures contained in this Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

There are significant differences between Indian GAAP and Ind AS and accounting principles and auditing standards with which prospective investors may be familiar in other countries, including IFRS and U.S. GAAP. We have not attempted to explain those differences 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. Accordingly, the degree to which the Restated Financial Information included in this Prospectus 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 on the financial disclosures presented in this Prospectus should accordingly be limited. Our Company does not provide a reconciliation of its financial statements to IFRS or U.S. GAAP financial statements. Further, given that Ind AS is different in many respects from Indian GAAP under which our restated financial statements are currently prepared, our Ind AS financial statements for the period commencing from April 1, 2016 may not be comparable to our historical financial statements. For details in connection with risks involving differences between Indian GAAP and Ind AS and other accounting principles and accounting standards and risks in relation to Ind AS, please see "*Risk Factors – The transition to Ind-AS in India is very recent and there is no clarity on the impact of such transition on our Company. All income tax assessments in India will also be required to follow the Income Computation Disclosure Standards*", "*Risk Factors - Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition.*" and "*Risk Factors - The transition to Ind-AS and in India is very recent and we may be negatively affected by such transition.*" on pages 48 and 49 of this Prospectus, respectively. For further details, please see "*Summary of significant differences between Indian GAAP and Ind AS*" on page 493 of this Prospectus.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 17, 145 and 460 of this Prospectus, respectively, and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Information.

Currency and units of presentation

All references to:

- "Rupees" or "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India.

- “U.S. Dollars” or “U.S.$” or “U.S.D” are to United States Dollars, the official currency of the United States of America.
- “Euro” or “€” are to Euro, the official currency of the member states of the European Union.
- “GBP” or “£” are to British Pound, the official currency of the United Kingdom.
- “Yen” are to Japanese Yen, the official currency of Japan.

In this Prospectus, our Company has presented certain numerical information in “million” units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Industry and Market Data

Unless stated otherwise, industry data used throughout this Prospectus has been obtained or derived from publicly available information as well as industry publications and sources.

Industry 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 are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although we believe that the industry data used in this Prospectus is reliable, it has not been independently verified by our Company, the Selling Shareholders, the Lead Managers or any of their affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable.

Information has been included in this Prospectus from the report titled “Market assessment of auto component in 2W & 3W”, June 29, 2016 prepared by CRISIL (the “**CRISIL Report**”), which report has been commissioned by the Company for the purposes of confirming its understanding of the industry in connection with the Offer and which includes the following disclaimer:

CRISIL Research, a division of CRISIL Limited (CRISIL), has taken due care and caution in preparing the Report based on the information obtained by CRISIL from sources which it considers reliable. However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. The Report is not a recommendation to invest / disinvest in any company covered in the Report. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters / distributors of the Report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL’s Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. No third party whose information is referenced in this Report under credit to it, assumes any liability towards the user with respect to its information. The views expressed in the Report are that of CRISIL Research and not of CRISIL’s Ratings Division / CRIS. No part of the Report shall be quoted out of context or in the manner that it distorts its context or meaning.

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

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in “*Risk Factors*” on page 17 of this Prospectus. Accordingly, investment decisions should not be based solely on such information.

Exchange Rates

This Prospectus contains conversions of certain currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The exchange rates of the respective foreign currencies are provided below:

(in ₹)

Currency	June 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012

Currency	June 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
U.S.D	67.6166	66.3329	62.5908	60.0998	54.3893	51.1565
GBP	90.5183	95.0882	92.4591	99.8498	82.3209	81.7992
Euro	75.0071	75.0955	67.5104	82.5765	69.5438	68.3403
100 Yen	65.9100	59.0600	52.1100	58.8300	57.7600	62.4300

Source: www.rbi.org.in

In case March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered

	₹/U.S. dollar			
Fiscal year ended 31 March	**Average**	**High**	**Low**	**Period-end**
2012**	47.9458	54.2355	43.9485	51.1565
2013*	54.4512	57.2165	50.5645	54.3893
2014^	60.4962	68.3611	53.7355	60.0998
2015	61.1471	63.7498	58.4260	62.5908
2016	65.4611	68.7775	62.1580	66.3329
March 31, 2016	67.0219	68.1580	66.3329	66.4105
April 30, 2016#	66.4695	66.7330	66.2406	66.5176
May 31, 2016	66.9067	67.7060	66.2698	67.2030
June 30, 2016	67.2969	68.0144	66.6250	67.6166
July 31, 2016##	67.2076	67.4972	66.9136	67.0340
August 30, 2016	66.9396	67.1940	66.7407	66.9813

Source: www.rbi.org.in

Notes:

^ March 29, 2014 was a holiday and March 30, 2014 and March 31, 2014 were trading holidays; hence, the exchange rates the last working day of March, 2014 i.e. March 28, 2014 has been used.

**March 29, 2013 was a holiday and March 30, 2013 and March 31, 2013 were trading holidays; hence, the exchange rates for the last working day of March, 2013 i.e. March 28, 2013 has been used.*

*** March 31, 2012 was a trading holiday; hence, the exchange rates for the last working day of March, 2012 i.e. March 30, 2012 has been used.*

 # April 30, 2016 was a holiday; hence, the exchange rates for the last working day of April, 2016 i.e. April 29, 2016 has been used.

July 31, 2016 was a holiday; hence, exchange rates for last working day of July, 2016 i.e. July 29, 2016 have been used.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements." These forward-looking statements include statements with respect to our business strategy, our plans, prospects, goals and our projects. Bidders can generally identify forward-looking statements by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue" or other words or phrases of similar 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 as of the date of this Prospectus 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 industries in India in which 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, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. Heavy dependence on the performance of the automotive sector in India, particularly the market for two-wheelers in India.
2. Dependence on the performance of the automotive sector in Europe for the four-wheeler market.
3. Failure to identify and understand evolving industry trends and preferences and to develop new products to meet our customers' demands;
4. Environmental and safety regulations that may adversely affect our business and we have been subject to environmental notices in respect of certain of our manufacturing facilities;
5. Failure in implementing our strategies, such as expanding our business in the passenger car, LCV and HCV segments of the automotive components market, outsourcing our non-critical processes to outside vendors and expanding our presence in the after-market segment;
6. Strategic investments and alliances, acquisitions and mergers in the future, which may be difficult to integrate and manage;
7. Inability to sustain or manage our growth;
8. Failure to compete effectively in the highly competitive automotive components industry;
9. Risks associated with our overseas operations;
10. Dependence on third parties for the supply of raw materials and delivery of products and such providers could fail to meet their obligations;
11. The cyclical and seasonal nature of automotive sales and production;
12. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations;
13. A slowdown in economic growth in India could cause our business to suffer. We are also subject to regulatory, economic, social and political uncertainties in India;
14. Terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries;
15. The occurrence of natural or man-made disasters; and
16. Currency exchange rate fluctuations.

For further discussion on factors that could cause our actual results to differ, please see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 17, 145 and 460 of this Prospectus, respectively. By their nature, certain market risk related disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure Bidders that the expectation reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Our Company, the Selling Shareholders, the Directors, the Syndicate and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company will ensure that Bidders in India are informed of material developments from the date of this Prospectus until such time as the grant of listing and trading permissions by the Stock Exchanges. Each Selling Shareholder will ensure that Bidders are informed of material developments in relation to the statements and undertakings confirmed by each of them from the date of this Prospectus until such time as the grant of listing and trading permissions by the Stock Exchanges.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the effect is not quantifiable and hence has not been disclosed in the applicable risk factors.

This Prospectus also contains forward-looking statements that involve risks and uncertainties where actual results could materially differ from those anticipated in these forward-looking statements. Please *see "Forward-Looking Statements" on page 15 of this Prospectus.*

Unless otherwise stated, the financial information used in this section is derived from our restated consolidated financial statements.

1. Internal Risk Factors

1. ***Pricing pressure from customers may adversely affect our gross margin, profitability and ability to increase our prices, which in turn may materially adversely affect our business, results of operations and financial condition.***

   Pricing pressure from OEMs is characteristic of the industry in which we operate. Virtually all automakers pursue aggressive but systematic price reduction initiatives and objectives each year with their suppliers, and such actions are expected to continue in the near future. Pursuing cost-cutting measures while maintaining rigorous quality standards may lead to an erosion of our margins, which may have a material adverse effect on our business, results of operations and financial condition.

   In addition, estimating amounts of such price reductions is subject to risk and uncertainties, as any price reduction is the result of negotiations and other factors. Accordingly, suppliers must be able to reduce their operating costs in order to maintain profitability. Such price reductions may affect our sales and profit margins. If we are unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives and other cost reduction initiatives, our business, results of operations and financial condition may be materially adversely affected.

   Additionally, our business is very capital intensive, requiring us to maintain a large fixed cost base. Therefore, our profitability is dependent, in part, on our ability to spread fixed production costs over higher production volume. However, our customers generally negotiate for larger discounts in price as the volume of their orders increase. If we are unable to generate sufficient production cost savings in the future to offset price reductions or if there is any reduction in consumer demand for vehicles, which will result in decreased sales, our gross margin and profitability may be materially adversely affected.

2. ***Our business is dependent on certain principal customers, especially Bajaj Auto Limited ("Bajaj") in India and FCA Italy S.p.A and its group companies ("FCA Italy S.p.A") in Europe, and the loss of such customers or a significant reduction in purchases by such customers could adversely affect our business, results of operations and financial condition.***

   We are dependent on certain principal customers, especially Bajaj. Sales to our top three customers (based on the net revenue from operations in FY 2016) represented 65.31%, 61.83%, 62.07% and 61.15% of our net revenue from operations (including intermediary sales) for FY2014, FY2015, FY2016 and Q1 FY2017, respectively, and sales to our top eight customers represented 83.57%, 80.81%, 81.28% and 82.69% of our net revenue from operations (including intermediary sales) for FY2014, FY2015, FY2016 and Q1 FY 2017 respectively.

Our two largest customers are Bajaj and FCA Italy S.p.A. In FY2015, FY2016 and Q1 FY 2017, Bajaj represented 43.19%, 40.83% and 37.68% of our net revenue from operations (including intermediary sales), respectively. FCA Italy S.p.A. represented 14.20%, 15.29% and 17.53% of our net revenues from operations for FY2015, FY2016 and Q1 FY2017, respectively. Moreover, many of our manufacturing facilities sell a significant portion of their annual production to small groups of customers. Our sales to Bajaj (including intermediary sales) were ₹20,236.71 million, ₹21,237.85 million, ₹21,395.51 million and ₹5,436.10 million for FY2014, FY2015, FY2016 and Q1 FY2017, respectively. Our sales to FCA Italy S.p.A were ₹5,894.92 million, ₹6,981.27 million, ₹8,013.65 million and ₹2,529.14 million for FY2014, FY2015, FY2016 and Q1 FY2017, respectively. In addition, we have no long-term purchase agreement with Bajaj and FCA Italy S.p.A, and instead rely on short-term purchase orders. Consequently, the loss of any significant customer, especially Bajaj, could have an adverse effect on our business. In addition, as a consequence of our reliance on Bajaj, any adverse change in the financial condition of Bajaj may also have an adverse effect on our business.

It is common for large OEMs to source their parts from relatively small numbers of vendors, and as a result, our customers often undertake vendor rationalisation to reduce costs related to procurement from multiple vendors. Since we are significantly dependent on certain key customers for a significant portion of our sales, the loss of any one of our key customers or a significant reduction in demand from such customers could have an adverse effect on our business, results of operations and financial condition.

3. ***We are heavily dependent on the performance of the automotive sector in India, particularly the market for two-wheelers in India. We are also dependent on the performance of the automotive sector in Europe for the four-wheeler market. Any adverse changes in the conditions affecting these markets can adversely impact our business, results of operations and financial condition.***

Our business is heavily dependent on the performance of the automotive sector in India, particularly the two-wheeler market. While we have expanded our operations to three-wheelers, passenger cars, LCVs and HCVs and to customers outside India, our products portfolio has been and continues to be concentrated on providing components for two-wheelers manufacturers in India. In Europe, we predominantly cater to the four-wheeler segment and intend to continue focusing on manufacturing products in this region and segment as part of our growth strategy. We will therefore be exposed to fluctuations in the performance of the automotive market in India and Europe.

In the event of a decrease in demand for two-wheelers in India or four-wheelers in Europe, or any developments that make the sale of components in the two-wheeler market in India or four-wheeler market in Europe less economically beneficial, we may experience more pronounced effects on our business, results of operations and financial condition than if we had further diversified our portfolio across different segments of the automotive components market. For instance, India has experienced two years of drought due to the failure of the monsoons. This has negatively impacted farm income, the rural economy and, as a consequence, the affordability and sales of two-wheelers, which many farmers use to get around. According to CRISIL, despite high growth in initial years, two-wheeler production grew at a pace of 5.1% CAGR from FY2012 to FY2016 mainly due to two years of bad monsoon in 2014 and 2015. (Source: CRISIL, Market Assessment of Auto Components in Two-Wheelers and Three-Wheelers, June 2016 (the "CRISIL Research")) Continued drought, or below average rainfall, could therefore have an adverse effect on our business, results of operations and financial condition. In Europe, the production volume of passenger vehicles increased from 19.8 million units in 2010 to 21.0 million units in 2011. However, as a result of the global financial crisis and the financial distress in the Eurozone, the production volume dropped to 19.9 million units in 2012. While the production of passenger vehicles has steadily grown to 21.1 million units in 2015, this has only just surpassed production levels in 2011. (Source: Mordor Intelligence, Europe Automotive Parts Die Casting Market (2016-2021), May 2016 (the "**Mordor Report**"))

The automotive market in India may perform differently, and be subject to market and regulatory developments that are dissimilar to the automotive markets in other parts of the world. We cannot assure you that the demand for our products in India will grow, or will not decrease, in the future.

The automotive market is affected by, among others, changes in government policies, economic conditions, demographic trends, employment and income levels and interest rates, which may negatively affect the demand for and the valuation of our products. These and other factors may negatively contribute to changes in the prices of and demand for our products in India and Europe and may adversely affect our business, results of operations and financial condition.

On June 23, 2016, the UK by way of referendum voted to leave the European Union ("**Brexit**"). Although we do not do significant business in the UK, many of our customers do, and we cannot predict the impact that Brexit will have on our operations, including those in Europe, or on our customers. Brexit may materially adversely affect our business, results of operations, financial conditions and prospects.

4. ***We are highly dependent on our management team and certain management personnel, especially the engineers in our research and development team who are involved in the expansion of our research and development capabilities. Any loss of such team members or the inability to attract or retain research and development personnel may materially adversely affect our business performance and research and development efforts.***

Our business and the implementation of our strategy is dependent upon our management team, who oversee our day-to-day operations, strategy and growth of our business, and our engineers. If one or more members of such management team or research and development team are unable or unwilling to continue in their present positions, such persons would be difficult to replace and our business, prospects and results of operations could be materially adversely affected.

In addition, our success in expanding our business will also depend, in part, on our ability to attract, retain and motivate mid-to-senior management personnel and engineers. In particular, we are investing significantly in our research and development capabilities in order to support our growth and business strategy, which includes hiring and retaining dedicated personnel for our research and development team. Our failure to successfully manage our personnel needs could adversely affect our business prospects and results of operations. These risks could be heightened to the extent we invest in businesses or geographical regions in which we have limited experience. If we are not able to address these risks, our business, results of operations and financial condition could be materially adversely affected.

5. ***Our failure to identify and understand evolving industry trends and preferences and to develop new products to meet our customers' demands may materially adversely affect our business.***

Changes in consumer preferences, regulatory or industry requirements or in competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technological knowledge, through technical assistance agreements or otherwise, that will allow us to develop our product portfolio in this manner. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected. Moreover, we cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our products will not become obsolete. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of products to operate properly.

To compete effectively in the automotive components industry, we must be able to develop and produce new products to meet our customers' demand in a timely manner. We cannot assure you, however, that we will be able to install and commission the equipment needed to produce products for our customers' new product programs in time for the start of production, or that the transitioning of our manufacturing facilities and resources to full production under new product programs will not impact production rates or other operational efficiency measures at our facilities. As a result, we may incur and have in the past incurred capital expenditures to develop products to meet customer demands and those demands may be and have in the past been delayed at the customer end due to delays in product launches. Our failure to successfully develop and produce new products, or a failure by our customers to successfully launch new programs, could materially adversely affect our results of operations.

6. ***Our success depends in large part upon our Promoter. If our Promoter is unable or unwilling to continue in his present position, he would be difficult to replace and our business, prospects and results of operations could be materially adversely affected.***

Our Promoter and Managing Director, Mr. Anurang Jain, has more than 30 years of experience in the automobile components industry. He has been crucial to the growth of our business. We are highly dependent on our Promoter to manage our current operations and to meet future business challenges. In particular, the active involvement of our Promoter in our operations, including through strategy, direction and customer relationships have been integral to our development and business. The loss of this individual would have a material adverse effect on our operations. We cannot assure you that his services will continue to be available to us, or that we will be able to find a suitable replacement if required.

7. ***We are subject to environmental and safety regulations that may adversely affect our business and we have been subject to environmental notices in respect of certain of our manufacturing facilities and may be subject to further notices in the future.***

We are required to comply with Indian central, state and local laws, as well as German, Italian and European Union laws and regulations governing the protection of the environment, including noise control, as well as occupational health and safety, including laws regulating the generation, storage, handling, use and transportation of waste materials, the emission and discharge of waste materials into soil, air or water, and the health and safety of employees. We are also required to obtain and comply with environmental permits for certain of our operations. For details on the regulations and policies applicable to our Company, please see "*Regulations and Policies*" on page 171 of this Prospectus. There can be no assurance that we will be in complete compliance at all times with such laws, regulations and the terms and conditions of any consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators. In some instances, such a fine or sanction could adversely affect our business, reputation, financial condition or results of operations. In addition, these requirements may become more stringent over time and there can be no assurance that we will not incur significant environmental costs or liabilities in the future. We are also subject to laws requiring the clean-up of contaminated property. Under such laws, we could be held liable for costs and damages relating to contamination at our facilities and at third-party sites to which these facilities send waste material, which could have an adverse effect on our business and results of operations. We do not carry any insurance to cover environmental liabilities in India.

In the past, we have received notices for alleged non-compliances with environmental and safety regulations. For example, three of our manufacturing plants in Aurangabad, India had received notices from the Maharashtra Pollution Control Board ("**MPCB**") for alleged non-compliance with environmental laws and regulations. In the first case, our Company had failed to obtain prior approval from the MPCB for carrying out expansion to one of our manufacturing plants. In the second case, our Company received directions from the MPCB to suspend operations at a manufacturing plant for breaching the consent on permissible parameters with regard to the disposal of effluents. In the third case, at the hearing before the National Green Tribunal ("**NGT**"), our Company, along with other industries located in the Waluj industrial area, were directed by the MPCB to deposit a monetary sum into an escrow account that would go towards remedial costs for ground water contamination and soil degradation. Our Company was directed to deposit ₹100 million into the escrow account, which we deposited on August 20, 2015. The MPCB also issued a closure notice for manufacturing activities at the plant in question immediately. However, the plant closure notice issued by MPCB was withdrawn pursuant to a judgment passed by the NGT after we challenged such notice. Subsequently, our Company filed an application dated April 18, 2016 before the NGT seeking parity of treatment with other industries, that cost of remedial measures be recovered from our Company in uniformity with other industries in MIDC Waluj area and that our Company be permitted to maintain a proportionate deposit in parity with other industries and the balance deposit amount from ₹100 million, deposited by our Company be released to it. The MPCB has filed an affidavit dated May 20, 2016 before the NGT stating that it has assessed our Company's contribution based on equitable distribution and polluter pays principle to contribute an amount of ₹21.41 million. The aforesaid directives of MPCB were issued based on an order of NGT in a matter where we were not impleaded formally as a respondent. At the hearing before NGT on July 8, 2016, our Company has appealed for release and refund of the ₹100 million deposit, after keeping aside the contribution of ₹27.5 million expected by MPCB from the Company towards remediation measures. In response thereto, the NGT directed the district collector to retain ₹30 million as deposit in the escrow account and refund the balance amount to the Company. The Company received a refund of ₹70 million on July 28, 2016. The matter is currently pending and the next hearing is scheduled for November 7, 2016. The three manufacturing plants in question are currently fully operational. However, it does not preclude MPCB from issuing notice for further environmental non-compliance in the future. Future violations of environmental laws and regulations could result in directives to suspend manufacturing activities, to close down plant(s) or to submit to monetary penalties. Any of the above actions may have an adverse effect on our business, results of operations and financial condition. For further details on the MPCB and NGT proceedings, please see "*Outstanding Litigation and Material Developments*" beginning on page 500 of this Prospectus.

The table below sets out instances of non-compliances of our Company in relation to environmental and safety regulations that have occurred in the last five financial years, including details such as compensation paid or penalties levied on our Company:

Sr. No	Plant in relation to which the notice was issued for non-compliance with applicable environmental or safety laws	Date of notice/ initiation of proceedings	Authority by whom the notice/ letter/ correspondence was issued for non-compliance(s)	Relevant act/ rules/ guidelines/ regulation	Nature and details of non-compliance	Order passed by the relevant authority, including quantum of penalty imposed	Action taken by our Company (including any responses filed by our Company/ further correspondence)	Current status (resolved/ pending)	Impact on the financials of our Company
1.	K-226/1 & 227	December 22, 2015	Deputy Director, Industrial Safety & Health, ("**DISH**") Aurangabad	Section 7A(2)(a) of the Factories Act, 1948	Notice regarding non-compliance with Section 7A(2)(a) of the Factories Act, 1948 and compensation payable for the accidental death caused by burn injuries, of an employee.	Directed the occupier to show cause as to why legal action should not be taken against him for the fatal accident that occurred on December 6, 2015. The occupier was also required pay substantial amount of ex-gratia and due compensation to the legal heir of the deceased.	Our Company filed written submission before the DISH and appeared before the Commissioner.	Resolved	An amount of Rs. 815,400 deposited in the Labour Court, Aurangabad for payment of compensation to the legal heir of the deceased workman.
2.	K-226/1 & 227	January 16, 2016	Labour Court, Workers Compensation Commissioner ("**Labour Court**")	Section 8(1) of the Workmen's Compensation Act, 1923	Fatal accident caused by a head injury, reported on December 6, 2015	Hearing in the Labour Court on February 22, 2016. Fine imposed of Rs. 25,000 by the Labour Court.	Rs. 25,000 paid on April 7, 2016.	Resolved	Rs. 25,000
3.	L-6/3	October 5, 2013	Maharashtra Pollution Control Board ("**MPCB**"), Joint Director (Air Pollution Control)	The Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**") Conditions imposed by MPCB while	1. Stack emission parameters exceeding the consented limit of 150 mg / m3. 2. Stack height is 18m compared	Bank guarantee ("**BG**") of Rs. 100,000 to be forfeited due to exceeding stack results and fresh BG of Rs. 500,000 to be obtained from our Company for	1. We have increased stack height to 30 m and sent action taken reply on October 15, 2013 2. In lieu of the forfeiture of BG of	Resolved	Rs. 100,000

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				granting of renewal of consent to operate and as per the minutes of the Consent Appraisal Committee meeting dated September 12, 2013	to the required height of 30m.	operation and maintenance of pollution control system.	Rs. 100,000, a demand draft was submitted and a fresh BG of Rs. 500,000 given to MPCB for renewal of the consent.		
4.	K-120	July 28, 2014	Regional Officer-MPCB Aurangabad	Section 33A of the Water (Prevention and Control of Pollution) Act, 1974 (“**Water Act**”) and Section 31A of the Air Act.	Discharge of untreated effluents consisting of heavy metals like chrome, nickel, lead and Zinc into local drain	Direction of closure of the manufacturing unit under Section 33A of the Water Act and under Section 31A of the Air Act	It was submitted to MPCB on July 28, 2014 that - a) Our Company has completely stopped the activity of cleaning with acid. b) All possible leakages have been identified and stopped. Secondary containments has also been provided at chemical storage places. c) Our Company has a full fledged	Resolved. MPCB gave conditional re-start directions on October 14, 2014. This was against payment of initial amount of Rs. 500,000 towards remedial action plan and submission of bank guarantees of amounts	Rs. 500,000

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							effluent treatment plant with sufficient capacity to treat all industrial effluents. There is no possibility of effluents going outside the unit. d) Our Company is sending treated effluent to common treatment effluent plant through tankers on a daily basis. e) Officials from MPCB regularly visit the unit and collect water samples. Our Company is also following their recommendations and suggestions from time to time.	ranging from Rs. 200,000 to Rs. 1,000,000.	
5.	K-120	January 16, 2016	DISH, Aurangabad	Factories Act, 1948 ("**Factories Act**") &	While sticking PVC sheet on the inner side of	Contravention of section 7-A(2)(a) & 7-A(2)(b) of	Action taken report dated February 8, 2016 in relation to	Resolved	Rs.20,000

Sr. No	Plant in relation to which the notice was issued for non-compliance with applicable environmental or safety laws	Date of notice/ initiation of proceedings	Authority by whom the notice/ letter/ correspondence was issued for non-compliance(s)	Relevant act/ rules/ guidelines/ regulation	Nature and details of non-compliance	Order passed by the relevant authority, including quantum of penalty imposed	Action taken by our Company (including any responses filed by our Company/ further correspondence)	Current status (resolved/ pending)	Impact on the financials of our Company
				Maharashtra Factories Rules, 1963	an M.S. tank, three workers sustained burn injuries. The contravention is: 1. Source of ignition should not be there wherever there is a possibility of accumulation of flammable substance. 2. Duty of occupier to ensure health safety and welfare of workmen	Factories Act, 1948 and Rule 70(4)(a) of Maharashtra Factories Rules, 1963	accident submitted to DISH office that: 1. Our Company has prepared standard operating procedure to carry out work in such enclosed areas. 2. Our Company has procured flame proof hot air blower gun and flame proof electrical extension box 3. Our Company shall not carry out PVC lining activity in future in the plant. And we shall substitute PVC coated tanks with PVDF tanks in a phased manner.		
6.	B-22	December 15, 2012	Assistant Superintendent, Civil Court, Hingoli	The Employee's Workmen's Compensation Act, 1923	Fatal accident that occurred on December 1, 2011	Compensation of Rs. 1,600,000 deposited with the Commissioner for Workmen's Compensation, Pune	Complied with the directives.	Resolved	Rs. 1,600,000

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7.	Manesar	October 1, 2013	Chief Inspector of Factories	Factories Act	Fatal accident reported on September 3, 2013	Personal hearing at the office of the Chief Inspector of Factories	Appeared before the authority and submitted reply in writing	Resolved	Rs. 51,000
8.	Manesar	August 9, 2012	Haryana State Pollution Control Board	Section 33-A of the Water Act	Parameters of pH, suspended solids and chemical oxygen demand ("**COD**") of treated effluents were found to be above the permissible limits.	A show cause notice was issued as to why legal action must not be initiated against the unit under Section 33-A of the Water Act, as the parameters of pH, suspended solids and COD exceeded permissible limits.	Reply submitted August 29, 2012 stating that, we have installed and commissioned new effluent treatment plant and our earlier samples taken in the month of April 2012 by pollution control board official were found well within the consented limits. However samples taken on August 9, 2012 were not within the limit. Hence we asked the authorities to take one more sample because on the date of sampling i.e. August 9, 2012 the effluent treatment plant was under maintenance. However,	Resolved	Rs.500,000

Sr. No	Plant in relation to which the notice was issued for non-compliance with applicable environmental or safety laws	Date of notice/ initiation of proceedings	Authority by whom the notice/ letter/ correspondence was issued for non-compliance(s)	Relevant act/ rules/ guidelines/ regulation	Nature and details of non-compliance	Order passed by the relevant authority, including quantum of penalty imposed	Action taken by our Company (including any responses filed by our Company/ further correspondence)	Current status (resolved/ pending)	Impact on the financials of our Company
							subsequently we submitted a bank guarantee of Rs. 500,000 as directed by the officials.		
9.	Pantnagar	Not applicable	Assistant Director-Factories, Haldwani	Sec. 88 of Factories Act and, Rule 110 of Uttar Pradesh Factories Rules, 1950	Fatal accident which occurred on August 17, 2015, while the worker was going for washing tea pots at the roof top, and came in contact with a live electrical wire causing electrocution	Not applicable	Compensation paid under Employees' State Insurance Act, 1950 to the widow and son of the deceased person	Resolved	Rs. 145.20 per day (till remarriage/ death) to the widow of the deceased person and Rs. 96.80 per day (up to October 2, 2038) to the son of the deceased person
Maharashtra Pollution Control Board matters pending before the National Green Tribunal ("NGT")									
10.	K-120	July 21, 2015	Regional Officer MPCB, Aurangabad	Water Act and Air Act	MPCB has initiated proceedings against certain plants of our Company for recovery of cost for ground water remediation, in light of the alleged ground water	Our Company received a letter dated July 21, 2015 in relation to its unit located at plot no. K- 228/229, Waluj, Aurangabad, from the MPCB directing our Company to deposit Rs. 100,000,000 in an escrow account	The NGT Order is being contested and the next hearing is scheduled on November 7, 2016.	Pending	Rs. 4,102,792.03
11.	K-228/229								Rs. 21,408,717.95
12.	B-2								Rs.1,254,551.18
13.	E-92, 93, 94								Rs.196,410.26
14.	K-227								Rs.201,578.95

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15.	L-6/3				contamination and soil degradation in the MIDC Waluj Industrial Area.	of the District Collector Aurangabad towards remedial cost for ground water contamination and soil degradation. This was pursuant to an order passed by the NGT on July 15, 2015. Subsequently, our Company received a notice dated July 22, 2015 from the MPCB directing our Company to stop its manufacturing activities immediately at its units plot nos. K-228/229, Waluj, Aurangabad on the grounds that, amongst others, the water in the vicinity of the units had been contaminated and ailments had been reported due to accumulation of			Rs.201,578.95
16.	K-226/2								Rs.201,578.95

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						heavy metals and organic/inorganic compounds. This order was stayed by the NGT by order date November 23, 2015. After recall, the NGT has by way of order dated July 8, 2016 directed the District Collector, Aurangabad to retain Rs.30 million in escrow, and refund the balance from the amount of Rs.100 million that had been kept in escrow with the Office of the Collector, Aurangabad pursuant to an order by the MPCB dated December 21, 2015 (“**NGT Order**”).			

8. ***We may not be successful in implementing our strategies, such as expanding our business in the passenger car, LCV and HCV segments of the automotive components market, outsourcing our non-critical processes to outside vendors and expanding our presence in the after-market segment, which could adversely affect our business, results of operations and future prospects.***

The success of our business depends greatly on our ability to effectively implement our business and strategies. See "*Our Business*" beginning on page 145 of this Prospectus. Even if we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customers. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to effectively manage our business and strategies could have an adverse effect on our business, financial condition and profitability.

For example, we focus on the sales of two-wheeler components in India and we intend to focus on manufacturing products for the passenger cars, LCV and HCV segment in Europe because of the growth potential of this segment. Our strategy of expanding our business into other segments involves understanding different market dynamics, product specifications, technology and other factors, which we may currently be unfamiliar with.

Moreover, our strategy of outsourcing our non-critical processes to outside vendors may not be successful. Such vendors may not meet their contractual obligations, may delay in the delivery of our orders or may not implement adequate quality control measures. Deficiencies in quality, non-performance of obligations or vendor delays may lead to delays in product deliveries to our customers, cancellation of orders by our customers or inadequate performance of our products, which may have an adverse effect on our business, results of operations, financial condition and goodwill.

Our strategy of expanding our presence in the after-market segment may not be successful if the quality of our after-market sales and support fails to meet the expectation of our customers, or if we are not able to successfully respond to changing distribution channels for after-market products. This could have an adverse effect on our business, results of operations and financial condition.

In addition, our TPM initiatives are an important component of our strategy for growth. Our TPM initiatives focus on quality, cost control, morale, safety and profit. If we are unable to implement such initiatives effectively, or at all, our business and results of operations may be adversely affected.

In order to achieve future growth, we need to effectively manage our expansion projects, accurately assess new markets, attract new customers, obtain sufficient financing for our expected capital expenditures, control our input costs, maintain sufficient operational and financial controls and make additional capital investments to take advantage of anticipated market conditions. We may not be able to achieve growth in revenues and profits or maintain such rate of growth in the future. If we are unable to execute our strategies effectively, our business and financial results will be adversely affected. Our inability to manage the expansion of our business could have an adverse effect on our business, results of operations and financial condition.

9. ***We have undertaken and may continue to undertake strategic investments and alliances, acquisitions and mergers in the future, which may be difficult to integrate and manage. These may expose us to uncertainties and risks, any of which could adversely affect our business, financial conditions and result of operations.***

We have pursued and may continue to pursue acquisitions, mergers and strategic investments and alliances in India as well as overseas as a mode of expanding our operations. Going forward, we may undertake further acquisitions, mergers, investments and expansions to enhance our operations and technological capabilities. There can be no assurance that we will be able to raise sufficient funds to finance such strategies for growth. Further expansion and acquisitions may require us to incur or assume new debt, expose us to future funding obligations or integration risks and we cannot assure you that such expansion or acquisitions will contribute to our profitability. For instance, in June 2008, we entered into a joint venture with Magneti Marelli SpA, forming Endurance Magneti Marelli Shock

Absorbers (India) Private Limited to manufacture struts, shock absorbers and gas springs for passenger cars. This joint venture arrangement enabled us to access new technologies developed by Magneti Marelli and to obtain greater access to potential customers. However, we decided to exit our joint venture with Magneti Marelli SpA in October 2012 to focus on the core business of components for two-wheelers, three-wheelers and small LCVs. In connection with this joint venture, we invested significant amounts of time and capital, but we ultimately were unable to realize the strategic benefits that we expected. In FY2014, in order to consolidate our Indian operations we merged HTTSPL, a wholly owned subsidiary of our Company, into our Company by acquiring our former joint venture partner's share and terminating the joint venture. In Europe, in FY2015, we acquired Grana's engineering moulded plastic components business to diversify our product portfolio and we also increased our stake in our overseas subsidiary Endurance FOA from 15% to 100%.

There are no guarantees that we will be able to successfully integrate any companies or assets we acquire, or that we will realize the strategic and/or operational benefits that we expect. Moreover, we may expend significant management attention trying to do so, but may not see results. In addition, there can be no assurance that we will be able to consummate our expansions, acquisitions, mergers or alliances in the future on terms acceptable to us, or at all.

10. ***The discontinuation of, the loss of business with respect to, or a lack of commercial success of, a particular vehicle model for which we are a significant supplier could affect our business and results of operations.***

Although we have purchase orders from many of our automotive customers, these purchase orders generally provide for the supply of a customer's requirements, which may range from one month to one year, for a particular vehicle model and assembly plant and are renewable for the same time periods, rather than for the purchase of a specific quantity of products. Therefore, the discontinuation of, loss of business with respect to, or a lack of commercial success of, a particular vehicle model, for which we are a significant supplier could reduce our sales and affect our estimates of anticipated sales, which could have an adverse effect on our business and results of operations. For example, we have in the past had to abandon a project to manufacture automotive components for a customer after we had already acquired land for the project and made other investments in the project. In such instances, our customers generally have no obligation to compensate us for any losses that we incur, and there is no guarantee that we will be able to recover any of our investments in such instance.

11. ***We do not have firm commitment agreements with our customers. If our customers choose not to source their requirements from us, our business and results of operations may be adversely affected.***

We do not have firm commitment long-term supply agreements with our Indian customers and instead rely on purchase orders to govern the volume and other terms of our sales of products. Many of the purchase orders we receive from our customers specify a price per unit and delivery schedule, and the quantities to be delivered are determined closer to the date of delivery. However, such orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, it may adversely impact our production schedules. Further, where we have contracts with customers, such contracts do not bind our customers to provide us with a specific volume of business and can be terminated by our customers with or without cause, with little or no advance notice and without compensation. Consequently, there is no commitment on the part of the customer to continue to place new work orders with us and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences. Further, we may not find any customers or purchasers for the surplus or excess capacity, in which case we would be forced to incur a loss.

Additionally, our customers have high and stringent standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers' expectations could result in the cancellation or non-renewal of contracts or purchase orders. There are also a number of factors, other than our performance that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

12. ***The geographical concentration of our manufacturing facilities may restrict our operations and adversely affect our business and financial conditions.***

We conduct most of our manufacturing operations in India in Aurangabad, Pantnagar and Pune, and in Europe in Massenbachhausen in Germany and Turin in Italy. Due to the geographic concentration of our manufacturing operations and the operations of certain of our suppliers, our operations are susceptible to local and regional factors, such as accidents, system failures, economic and weather conditions, natural disasters, and demographic and population changes, and other unforeseen events and circumstances. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in shipments of our products and/or otherwise materially adversely affect our business, financial condition and results of operations.

In addition, some of our manufacturing plants mostly produce automotive components for a single customer. Our manufacturing plant in Pantnagar is located in a high seismic zone and sells most of its capacity to Bajaj. Disruptions, damage or destruction of those plants may severely affect our ability to meet our customers' demand and the loss of any one of our key customers or a significant reduction in demand from such customers could have an adverse effect on our business, results of operations and financial condition.

13. ***We may incur substantial relocation costs on account of our business or OEM customers' requirement to locate our manufacturing facilities to be in close proximity to our customers' facilities or if expansion plans are restricted by availability of land or other location issues.***

Our facilities are located in close proximity to our customers in order to minimize both our customers' and our own costs. If any of our customers were to relocate or if nearby facilities are closed due to regulatory or other reasons that would impact our ability to remain competitive. For instance, we were chosen as a key supplier for component parts by a customer. When our customer moved their manufacturing plant to another state, we were able to change our strategy by supplying that customer from one of our existing plants in Pune. However, there are no guarantees that we would be able to change our strategy in the future. Additionally, our competitors could build a facility that is closer to our customers' facilities which may provide them with a geographic advantage. Any of these events might require us to move closer to our customers, build new facilities or shift production between our current facilities to meet our customers' needs, resulting in additional cost and expense and having a materially adverse affect on our financial operations and cash flows.

14. ***We have experienced growth in the past few years and if we are unable to sustain or manage our growth, our business, results of operations and financial condition may be materially adversely affected.***

We have experienced growth in the past five years. For FY2016, we had ₹52,745.5 million of total revenue, as compared to ₹38,422.9 million for the FY2012. Our operations have also grown significantly over the last five calendar years. In 2011, we had 16 manufacturing facilities in India and three outside of India. We now have 18 manufacturing facilities in India and seven outside of India. We may not be able to sustain our rates of growth, due to a variety of reasons including a decline in the demand for automotive components, increased price competition, non-availability of raw materials, lack of management availability or a general slowdown in the economy. A failure to sustain our growth may have an adverse effect on our business, results of operations and financial condition.

We are embarking on a growth strategy which involves deepening, diversifying and expanding our customer base by expanding our product portfolio, focusing on advanced technology and higher profit products, focusing on operational efficiencies to improve returns, continuing to pursue strategic alliances and inorganic growth opportunities and expanding our presence in the profitable after-market segment. Such a growth strategy will place significant demands on our management as well as our financial, accounting and operating systems. If we are unable to increase our production capacity, we may not be able to successfully execute our growth strategy.

Further, as we scale-up and diversify our products, we may not be able to execute our operations efficiently, which may result in delays, increased costs and lower quality products. We cannot assure you that our future performance or growth strategy will be successful. Our failure to manage our growth effectively may have an adverse effect on our business, results of operations and financial condition.

15. ***Our failure to compete effectively in the highly competitive automotive components industry could result in the loss of customers, which could have an adverse effect on our business, results of operations, financial condition and future prospects.***

We compete with global competitors to retain our existing business as well as to acquire new business. Our failure to obtain new business or to retain or increase our existing business could adversely affect our financial results. In addition, we may incur significant expense in preparing to meet anticipated customer requirements that may not be recovered.

We face increasing competition across our product portfolio. Our premium products face competition from well-established, international producers of automotive components. Our low-cost products face increasing competition from other low-cost producers in India and outside of India, especially in China, from which we have seen increasing competition in recent years.

There is no assurance that we will remain competitive with respect to technology, design and quality. Some of our competitors may have certain advantages, including greater financial resources, technology, research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to market trends. Accordingly, we may not be able to compete effectively with our competitors, which may have an adverse impact on our business, results of operations, financial condition and future prospects.

16. ***We are subject to risks associated with our overseas operations, which could negatively affect our sales to customers in foreign countries as well as our operations and assets in such countries.***

We have international operations in Germany and Italy and we sell our products in various countries outside of India. For FY2015, FY2016 and Q1 FY2017, our total revenue from outside India as based on destination was ₹15,469.8 million, ₹17,151.0 million and ₹5,130.5 million or 31.3%, 32.5% and 35.3%, respectively, of our total revenue.

Our international operations are subject to risks that are specific to each country and region in which we operate as well as risks associated with international operations in general. Our international operations are subject to, among other risks and uncertainties, the following:

Adverse weather conditions, social, economic and geopolitical conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action would affect our business and operations. For example, the Eurozone sovereign debt crisis has adversely affected the European economies, including that of Germany and Italy, which may have an adverse effect on our overseas operations based in those countries. Moreover, Brexit may materially adversely affect the European and/or global economy, which may materially adversely affect our business, results of operations, financial condition and prospects.

Compliance with local laws, including legal constraints on ownership and corporate structure, environmental, health, safety, labour and accounting laws, may impose onerous and expensive obligations on our foreign subsidiaries. If we are unable to comply with such laws, our business, results of operations and financial condition could be adversely affected.

Changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues as well as changes in policies relating to foreign trade and investment, may affect our ability to operate and the way in which we manage our business in the countries in which we operate.

Fluctuations in foreign currency exchange rates against the Indian Rupee, which can affect our results of operations, the value of our foreign assets, the relative prices at which we and foreign competitors sell products in the same markets and the cost of certain inventory and non-inventory items required in our operations. For instance, fluctuation of the Euro and the Indian Rupee would have an impact on the export revenues and profits of our operations.

Any of these risks could have an adverse effect on our business, prospects, results of operations and financial condition.

17. ***Our alliances may not perform their obligations satisfactorily and their interests may differ from ours, which could have a material adverse effect on our business and results of operations.***

We currently have entered into four agreements to provide us with knowhow, technology, industrial engineering support and technical support for the development of our products, and we will continue to pursue such alliances in the future. Our ability to produce quality products depends significantly on the satisfactory performance by our alliances. If they fail to perform their contractual or other obligations satisfactorily, we may be unable to successfully carry out our operations or we may be required to make additional investments, which could result in reduced profits or, in some cases, significant losses. Our alliances may face difficulties in their operations due to a variety of circumstances, which could have an adverse effect on our business, results of operations and financial condition. If the interests of our alliances conflict with our interests, this and other factors may cause our alliances to act in a manner that is contrary to our interests, or otherwise be unwilling to fulfil their obligations under our arrangements with them. Any of the foregoing could have an adverse affect on our business, results of operations, financial condition and reputation.

18. ***We depend on third parties for the supply of raw materials and delivery of products and such providers could fail to meet their obligations, which may have a material adverse effect on our business, results of operations and financial condition.***

We are dependent on third party suppliers for our raw materials. Discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. This dependence may also adversely affect the availability of key materials at reasonable prices thus affecting our margins and may have an adverse effect on our business, results of operations and financial condition. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for some of our key products and to deliver such products to our customers in timely fashion, which would adversely affect our sales, margins and customer relations. We cannot assure you that a particular supplier will continue to supply the required components or raw materials to us in the future. Any change in the supplying pattern of our raw materials can adversely affect our business and profits.

We use third parties for the supply of our raw materials and for deliveries of finished and unfinished products to our domestic and overseas customers as well as between production facilities. Transportation strikes have in the past and could in the future have an adverse effect on our supplies and deliveries to and from particular plants on a timely and cost efficient basis. An increase in freight costs or the unavailability of adequate port and shipping infrastructure for transportation of our products to our markets may have an adverse effect on our business and results of operations.

Further, the automotive industry has experienced significant volatility with respect to raw materials prices in the recent past, primarily in ferrous and non-ferrous metals. Historically, as a practice, we have passed the increase in cost of metals, especially aluminium and steel, onto our customers. However, our cash flows may still be adversely affected because of any gap in time between the date of procurement of those primary raw materials and date on which we can reset the component prices for our customers, to account for the increase in the prices of such raw materials. Our need to maintain a continued supply of raw materials may make it difficult to resist price increases and surcharges imposed by our suppliers, which may have an adverse effect on our business and results of operations.

19. ***Failure or disruption of our IT and/or ERP systems may adversely affect our business, financial condition, results of operations and prospects.***

We have implemented various information technology ("**IT**") and/or enterprise resource planning ("**ERP**") solutions to cover key areas of our operations, procurement, dispatch and accounting.

These systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on our operations. Disruption or failure of our IT systems could have a material adverse effect on our operations. A large-scale IT malfunction could disrupt our business or lead to disclosure of sensitive company information. Our ability to keep our business operating depends on the proper and efficient operation and functioning of various IT systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems). A significant or large-scale malfunction or interruption of one or more of our IT systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. Such malfunction or disruptions could cause economic losses for which we could be held liable. A failure of our information technology systems could also cause damage to our reputation which could harm our business. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations.

Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT and/or ERP systems may lead to inefficiency or disruption of IT system thereby adversely affecting our ability to operate efficiently.

Any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan, track, record and analyze work in progress and sales, process financial information, meet business objectives based on IT initiatives such as product life cycle management, manage our creditors, debtors, manage payables and inventory or otherwise conduct our normal business operations, which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and prospects.

20. ***We are subject to strict quality requirements and any failure by us or our component suppliers to comply with quality standards may lead to cancellation of existing and future orders, recalls or warranty claims.***

We and our component suppliers may not meet regulatory quality standards, or strict quality standards imposed by our customers, applicable to our manufacturing processes, which could have an adverse effect on our business, financial condition, and results of operations. We have had warranty claims made against our products in the ordinary course of our business. In FY 2014, FY 2015, FY 2016 and Q1 FY 2017, our total restated consolidated warranty claims (excluding provisions) was ₹ 42.61 million, ₹ 75.49 million, ₹ 124.41 million and ₹ 40.67 million, respectively, which represent 0.10%, 0.15%, 0.24% and 0.28% of our net revenue from operations. We cannot assure you that we or our component suppliers comply or can continue to comply with all regulatory requirements or the quality requirement standards of our customers. The failure by us or one of our component suppliers to achieve or maintain compliance with these requirements or quality standards may disrupt our ability to supply products sufficient to meet demand until compliance is achieved or, with a component supplier, until a new supplier has been identified and evaluated. Our or our component supplier's failure to comply with applicable regulations could cause sanctions to be imposed on us, including warning letters, fines, injunctions, civil penalties, failure of regulatory authorities to grant approvals, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, which could harm our business. We cannot assure you that if we need to engage new suppliers to satisfy our business requirements, we can locate new suppliers in compliance with regulatory requirements in a timely manner or at all. Our failure to do so could lead to cancellation of existing and future orders and have a material adverse effect on our business and revenue.

21. ***Product liability and other civil claims and costs incurred because of product recalls could harm our business, results of operations and financial condition.***

We face an inherent business risk of exposure to product liability or recall claims, especially in respect of our foreign operations, in the event that our products fail to perform as expected or such failure results, or is alleged to result, in bodily injury or property damage or both. We have begun outsourcing certain non- critical manufacturing processes, and as we no longer have direct control over such processes, the outsourcing of such processes may enhance our product liability risk. Consequently, we cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims.

Vehicle manufacturers have their own policies regarding product recalls and other product liability actions relating to their suppliers. However, as suppliers become more integrally involved in the vehicle design process and assume more vehicle assembly functions, vehicle manufacturers may seek compensation from their suppliers for contributions when faced with product recalls, product liability or warranty claims. Vehicle manufacturers are also increasingly requiring their outside suppliers to provide warranties for their products and bear the costs of repair and replacement of such products under new vehicle warranties. For example, certain of our braking, suspension and transmission products are under warranty for periods ranging from 90 days to 36 months, depending primarily on the type of product. Depending on the terms under which we supply products, our customers may hold us responsible for some or all of the repair or replacement costs of defective products under new vehicle warranties provided by us or by our customers, when the product supplied does not perform as expected. Such warranties may be enforced against us even in cases where the underlying sales contract has expired. A successful warranty or product liability claim or costs incurred for a product recall in excess of our available insurance coverage, if any, would have an adverse effect on our business, results of operations and financial condition.

Whilst we maintain insurance for product liability and recall for our exports, we do not maintain these for sales in India. As a result of product liability legislation, civil claims may be brought against OEMs, and we may be made parties to such claims where damages may have been caused by any faulty products that we produced. We cannot assure you that such claims will not be brought against us in the future, and any adverse determination may have an adverse effect on our business, results of operations and financial condition.

22. ***There is outstanding litigation against our Company, our Subsidiaries, our Directors and our Promoter, which if determined adversely, could affect our business and results of operations.***

Our Company, our Subsidiaries, our Directors and our Promoter are defendants in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally from us and other parties. Should any new developments arise, such as any change in applicable Indian law or any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. Any adverse decision may have an adverse effect on our business, results of operations and financial condition.

There are certain legal proceedings involving our Promoter pending before various fora. For further details, please see "*Outstanding Litigation and Material Developments*" on page 500 of this Prospectus.

Litigation against our Company

Nature of litigation	**Number of Cases Outstanding**	**Amount Involved**
		(in ₹ million)
Criminal matters	5	Not quantifiable
Direct tax matters	5	139.07
Indirect tax matters	71	88.17
Action by regulatory/statutory authorities	1	30
Material civil litigation	1	Not quantifiable

Litigation against Subsidiaries

Nature of litigation	Number of outstanding litigations	Amount Involved
		(in Euro)
Registration tax matters	2	450,254

Litigation against Promoter

Nature of litigation	Number of Cases Outstanding	Amount Involved
		(in ₹ million)
Criminal matters	5	Not quantifiable

Litigation against our Directors

Nature of litigation	Number of Cases Outstanding	Amount Involved
		(in ₹ million)
Criminal matters	5	Not quantifiable
Direct tax matters	-	-
Indirect tax matters	-	-
Action by regulatory/statutory authorities	-	-
Material civil litigation	-	-
Other matters exceeding ₹149.15 million	-	-

For further details on the outstanding litigation against our Company, our Subsidiaries, our Directors and our Promoter, see "*Outstanding Litigation and Material Developments*" beginning on page 500 of this Prospectus.

23. ***There is ongoing criminal litigation involving our Company's Promoter and Managing Director, on account of which an adverse outcome could have an adverse effect on our prospects, business, financial condition, results of operations and reputation.***

Three criminal complaints have been filed by certain of our Company's employees against our Promoter and Managing Director alleging non-compliance with an order passed by the Industrial Court, Aurangabad dated March 16, 2011, for not paying their legal dues in full and for not reinstating them as permanent employees of our Company. Furthermore, two criminal complaints have been filed against our Promoter and Managing Director before the Judicial Magistrate First Class, Pune in relation to ongoing dispute in relation to a property in Pune. For further details, please see "*Outstanding Litigation and Material Developments*" on page 505 of this Prospectus. There is no assurance that the proceedings which are currently pending will be adjudicated in favour of our Promoter and Managing Director or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings could have an adverse effect on our prospects, business, financial condition, results of operations and reputation.

24. ***We have substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition.***

Our business is capital intensive as we have expanded and upgraded our existing production facilities. For FY2014, FY2015, FY2016 and Q1 FY2017, we incurred gross capital expenditures of ₹2,704.9 million, ₹2,949.7 million, ₹5,078.7 million and ₹1,113.0 million, respectively. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, engineering design changes, weather related delays, technological changes and additional market developments and new opportunities in the automotive components industry. Our sources of additional financing, where required to meet our capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, would result in a dilution of your shareholding.

In many cases, a significant amount of our working capital is required to finance the purchase of materials and the performance of designing, manufacturing and other work before payment is received from customers. Our working capital requirements may increase if the payment terms in our agreements include reduced advance payments or longer payment schedules. These factors may result, or have resulted, in increases in the amount of our receivables and short-term borrowings. Continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

25. Our financing agreements contain covenants that limit our flexibility in operating our business. If we are not in compliance with certain of these covenants and are unable to obtain waivers from all of our lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to an adverse effect on our business and financial condition.

We are bound by restrictive and other covenants in our facility agreements with various lenders, including but not limited to, restrictions on the utilisation of the loan for certain specified purposes, timely provision of information and documents, timely creation of security, obtaining prior consent from existing lenders, maintenance of financial ratios and obtaining prior written approval from the appropriate lender for various corporate actions. If we are not in compliance with certain of these covenants and are unable to obtain waivers from all of our lenders, our lenders may accelerate the repayment schedules. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Furthermore, these covenant defaults can result in cross-defaults in our other debt financing agreements, and there can be no assurance that potential defaults will not result in future cross-defaults. If any of our lenders accelerate the repayment of our borrowings, we cannot assure you that we will have sufficient assets to repay amounts outstanding under our loan agreements or continue our business.

As of June 30, 2016, the aggregate indebtedness outstanding under these debt financing agreements was ₹9,565.9 million, on a consolidated basis, which includes term loans from banks and term loans from public limited companies. For details, see "*Financial Indebtedness*" beginning on page 455 of this Prospectus.

26. We are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.

There is no guarantee that we will accurately assess the creditworthiness of our customers. Macroeconomic conditions, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. If we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our customer balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience delays in billing and collection for our services, our cash flows could be adversely affected.

27. We require certain approvals and licenses in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially adversely affect our operations.

We require certain approvals, licences, registrations and permissions for operating our business, some of which may have expired and for which we may have either made, or are in the process of making, an application for obtaining the approval for its renewal. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, our business may be adversely affected. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to make substantial compliance-related expenditure. If we fail to comply or a regulator claims that we have not complied with these conditions, our business, prospects, financial condition and results of operations may be adversely affected. For details see "*Government and Other Approvals*" beginning on page 507 of this Prospectus.

28. We regularly work with hazardous materials and activities in our operation can be dangerous, which could cause injuries to people or property.

Our business requires individuals to work under potentially dangerous circumstances or with flammable materials. For example, if improperly handled, molten metal can seriously hurt or even kill employees or other persons, and cause damage to our properties and the properties of others. Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including:

- explosions;
- fires;
- mechanical failures and other operational problems;
- inclement weather and natural disasters;
- discharges or releases of hazardous substances, chemicals or gases; and
- other environmental risks.

These hazards can cause personal injury and loss of life, catastrophic damage or destruction of property and equipment as well as environmental damage, which could result in a suspension of operations and the imposition of civil or criminal liabilities. For example, in FY2016, we had one instance of fire at one of our facilities, which resulted in injuries to our staff. The loss or shutting down of our facilities could disrupt our business operations and adversely affect our results of operations, financial condition and reputation. We experienced work-related fatalities, one in each of FY2010, FY2011, FY2012 and two in FY2016. We could also face claims and litigation, in India or overseas, filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, results of operations and financial condition could be adversely affected.

29. The availability of counterfeit products, such as products passed off as our products by others in the aftermarket business, could adversely affect our goodwill and results of operations.

Entities in India and abroad could pass off their own products as ours, including counterfeit or pirated products. Certain entities could imitate our brand name, packaging materials or attempt to create look-alike products and for example, counterfeit Endurance products, particularly friction plates, brake shoes, clutch castings and brake parts have emerged in India and certain countries where we export. As a result, our market share could be reduced due to replacement of demand for our products and deficiency in the quality of the counterfeit products will adversely affect our goodwill. We have also invested in our products to prevent counterfeit versions of our products from being distributed in the markets. Such measures include, monitoring products in the market and initiating actions against counterfeiters and registering our trademarks in jurisdictions we are present in and in jurisdictions we intend to export to, each of which entails incurring significant costs at our end. The proliferation of counterfeit and pirated products, and the time and attention lost to defending claims and complaints about counterfeit products could have an adverse effect on our goodwill and our business, prospects, results of operations and financial condition could suffer.

30. We might infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may force us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are asserted against us, we may be required to obtain a license, modify our existing technology or cease the use of such technology and design a new non-infringing technology. Such licenses or design modifications can be extremely costly. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement. Any of the foregoing could adversely affect our business, results of operations and financial condition.

In addition, in certain cases, our customers share their intellectual property rights in the course of the product development process that we carry out for them. If our customer's intellectual property rights are misappropriated by our employees in violation of any applicable confidentiality agreements, our customers may seek damages and compensation from us. This could have an adverse effect on our business, results of operations and financial condition and damage our reputation and relationships with our customers.

31. Our failure to keep our technical knowledge confidential could erode our competitive advantage.

Like many of our competitors, we possess extensive technical knowledge about our products. Such technical knowledge has been built up through our own experiences and through licensing agreements and technical assistance agreements, which grant us access to new technologies. Our technical knowledge is a significant independent asset, which may not be adequately protected by intellectual property rights such as patent registration. Some of our technical knowledge is protected only by secrecy. As a result, we cannot be certain that our technical knowledge will remain confidential in the long run.

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

32. Our efforts in obtaining and protecting our patents may be costly and, unsuccessful, which may have any adverse effect on our business and results of operations.

Patent protection is an important component of our domestic strategy going forward. Patents covering our developed products provide exclusivity in the Indian market, which is important for the successful marketing and sale of our products. We seek patents covering a variety of our products across various product lines in India. In India, we have 41 patent applications and three design registration applications pending approval. Our applications may be opposed, or our competitors may have filed similar patent applications or hold issued patents relating to products or processes that compete with those that we are developing or are seeking to protect. We cannot assure you that we will be granted patents that we apply for, in a timely manner, or at all.

We have been granted four patents to date, of which two relate to clutch assemblies and two relate to shock absorbers, and we have one design registered for an aluminium alloy wheel casting. Even if we are successful in obtaining patents with respect to our pending applications, third parties may challenge, seek to invalidate or circumvent our patents and patent applications. Although we may defend our patent rights, there can be no assurance that our defence will be successful. Moreover, patent litigation and other challenges to our Company's patents may be costly and unpredictable. If one or more of our important patented products lose patent protection in profitable markets, sales of those products may decline significantly if alternative versions of those products become available, and this may have an adverse effect on our business and results of operations.

33. ***Our employees are members of unions and we may be subject to industrial unrest, slowdowns and increased wage costs, which may adversely affect our business and results of operations.***

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. As of June 30, 2016, 1,944 of our employees in India, representing 38.25% of our global workforce, are members of labour unions thus it may be difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention. Strikes or work stoppages can adversely affect the results of our operations and reputation. For example, in August 2014, all of the unionized employees in Plant B-2 in Aurangabad, Maharashtra went on a two-day strike. Work at Plant B-2 was stopped for the duration of this day. We have signed 14 agreements with labour unions, which are set to expire between November 2016 and November 2019. Work stoppages or slow-downs experienced by our customers or key suppliers could result in slow-downs or closures of our units or assembly plants where our products are included in the end products. In the event that we or one or more of our customers or key suppliers experiences a work stoppage, such work stoppage could have an adverse effect on our business, results of operations and financial condition.

Pursuant to our long term agreements with trade unions, wage increases of our unionised employees are linked to productivity. Further, historically, wage costs in the Indian automotive components industry have been significantly lower than wage costs in developed countries for comparable skilled technical personnel. However, in the long term, wage increases in India may make us less competitive unless we are able to increase our efficiency and productivity proportionately and we can pass through such costs in the prices that we charge our customers. Any significant increase in our wage costs could have a material adverse effect on our business, results of operations and financial condition.

34. ***We appoint contract labour for carrying out certain of our ancillary operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.***

In order to retain flexibility and control costs, our Company appoints independent contractors who in turn engage on-site contract labour for performance of certain of our ancillary operations in India. Although our Company does not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we may be required to absorb a number of such contract labourers as permanent employees. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations and financial condition.

35. ***Our continued operations are critical to our business and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition.***

Our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. The assembly lines of our customers rely significantly on the timely delivery of our components and our ability to provide an uninterrupted supply of our products is critical to our business. In addition, certain of our customers may impose significant penalties on component manufacturers like us for any stoppage in any assembly line, caused either by delayed delivery of a component or a defect in the components delivered. Our business and financial results may be adversely affected by any disruption of operations of our product lines, including as a result of any of the factors mentioned above.

36. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.

37. Some of our manufacturing facilities are operated on industrial land allotted to us by industrial development corporations. Failure to comply with the conditions of use of such land could result in an adverse impact on our business and financial condition.

We operate 18 manufacturing facilities across five states in India, some of which are operated on industrial land allotted by state-owned industrial development corporations ("**IDC**"). Under the terms of the allotment, we are required to comply with various conditions such as achieving the investment commitment set out in the project report and adhering to the timelines for completion of setting up of the manufacturing facility and commencement of manufacturing activity. Further, we are required to obtain IDC approval for certain corporate actions, such as change of control. In the event that we fail to meet these conditions, we may be required to pay a non-refundable premium to the IDC to extend the deadline for meeting the commitments or may be required to forego taking corporate actions, even if they would be in our best interest. Further, according to the statutory rules under which the IDCs function, IDCs also retain the power to cancel allotment of land in the event of breach of any rules of allotment.

As we are constantly looking to expand our business, we will be required to enter into arrangements with IDCs to secure land for setting up new manufacturing facilities or expanding existing ones. However, there are several factors and variables such as delay in receipt of confirmed orders from our customers, inability to arrange for manpower, inability to raise debt for unforeseen increases in project outlays and delay in securing requisite licenses and approvals which could delay the completion of the manufacturing facility beyond the timeline agreed upon with the IDC. In such an event, we are subject to the risk of paying a heavy premium or, even, the cancellation of land allotment. Cancellation of land allotment could have an impact on our financial condition on account of the capital invested on a facility being blocked without any returns while we continue to service the cost of the capital raised which could adversely impact our results of operations and financial condition.

38. We are entitled to certain tax benefits in respect of certain of our manufacturing facilities and R&D divisions. These tax benefits are available for a definite period of time, which, on expiry or if withdrawn prematurely, may adversely affect our business, financial condition, results of operations and prospects.

We are entitled to the following tax benefits in respect of our manufacturing facilities in Pantnagar and our R&D divisions, additional depreciation benefit and state government incentives for the expansion of some of the manufacturing facilities in Maharashtra:

Our Company is availing itself of the deduction under Section 80IC of the Income Tax Act, 1961, in connection with setting up of manufacturing units in the State of Uttarakhand, for a period of 10 years. Our Company is entitled to deductions of 30% of the profits and gains for the last 5 years of the applicable 10 year period. The last fiscal year for which we are entitled to this benefit is FY2017.

Our Company is entitled to a deduction of a sum equal to 200% of the R&D expenditure it incurs during the financial year and 150% for FY2018 under Section 35(2AB) of the Income Tax Act, 1961 in connection with four Research and Development Centres in Maharashtra. The Research and Development Centres have been registered and approved by the Department of Scientific and Industrial Research of the Ministry of Science and Technology in New Delhi ("**DSIR**"). This deduction of 150%

is available until FY2020 subject to an extension being granted by DSIR.

Our Company is availing itself of the benefit of an additional deduction of 15% of the actual cost of investment in plant and machinery acquired or installed if it exceeds ₹250 million during the financial year, under Section 32AC(1A) of the Income Tax Act, 1961. The deduction is available until March 31, 2018.

Our Company is entitled to certain state government incentives in connection with the expansion of some of our manufacturing units in the State of Maharashtra, which include (i) exemption from electricity duty for a period of seven years from the date of commencement of commercial production; (ii) 100% exemption from the payment of stamp duty; and (iii) an industrial promotion subsidy equivalent to 100% of eligible investments made within a period of five years net of incentives availed under (i) and (ii) above, subject to certain limitations. Approval for this entitlement was provided in FY2015.

For further details, please refer to "*Statement of Tax Benefits*" on page 112 of this Prospectus.

Our profitability will be affected to the extent that such benefits will not be available beyond the periods currently contemplated. Our profitability may be further affected in the future if any of such benefits are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. In the event that any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, financial condition, results of operations and prospects may be adversely affected.

39. ***Discontinuance or non-availability of fiscal benefits enjoyed by us or our inability to comply with related requirements may have an adverse effect on our business and results of operations.***

Our Company currently enjoys certain fiscal benefits on account of policies of the Government of India, including concessions on duty imports and incentives relating to Merchandise Exports from India Scheme ("**MEIS**") and under the Export Promotion Capital Goods Scheme (the "**EPCG Scheme**") of the Government of India. This incentive is in the form of Duty Credit Scrip which can be used for payment of import duty obligations. In the case of our export products, with our current product mix, the average rate of MEIS is approximately 1.1% of FOB value of exports. The EPCG scheme allows imports at concession rates of custom duty and requires the importer to export a specified quantity of goods over a period of six years from the license date. 50% export obligation is required to be fulfilled within first 4 years with the remaining 50% within next two years. Non-fulfilment of such obligations may result in confiscation of capital goods imported under this scheme and other penalties as set out in this scheme. As of June 30, 2016, our export obligation under EPCG scheme is ₹1,714.9 million. We have not been subject to any penalties on account of failure to meet our export obligations in the past, since the value of exports undertaken by us has exceeded our export commitments. However, in the event of any default under the EPCG Scheme, our results of operations may be adversely affected. As we seek to export a larger proportion of our products outside of India, any changes in the policies of the Government of India has a proportionately greater adverse effect on our results of operations and financial condition.

40. ***Certain of our immovable properties, including our registered and corporate office and where some of our manufacturing units are located, are leased. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition and operations.***

We have taken on leases for our registered and corporate office properties from Maharashtra Industrial Development Corporation, pursuant to lease agreements for a period of 95 years from October 1, 1999 and October 1, 1995, respectively. Some of our manufacturing units are located on land held by us on leasehold basis with IDCs and other third parties. The leases for some of these premises are long-term lease agreements. If we are unable to renew certain or all of these leases on commercially reasonable terms, we may suffer a disruption in our operations or be unable to continue to operate from those locations in the future (and may, to that extent, need to revise our raw material sourcing, product manufacturing and raw material and product inventory schedules and/or incur significant costs to relocate or expand our operations elsewhere in order to continue to honour our commitments to our customers). In addition, the terms of certain of our leases require us to obtain the lessor's prior consent for certain actions (including making significant structural alterations to the factory building, which may be required if we were to undertake a significant expansion in the future, or for undertaking a corporate restructuring or to sublet, transfer, assign, charge or mortgage such properties).

41. ***We may not have sufficient insurance coverage to cover our economic losses as well as certain other risks including those pertaining to claims by third parties and litigation.***

Our business involves many risks and hazards which may adversely affect our profitability, including breakdowns, failure or substandard performance of equipment, third party liability claims, labour disturbances, employee fraud and infrastructure failure. We cannot assure you that the operation of our business will not be affected by any of the incidents and hazards listed above. In addition, our insurance may not provide adequate coverage in such circumstances including losses arising on account of third-party claims that are either not covered by insurance or the values of which exceed insurance limits, economic or consequential damages that are outside the scope of insurance coverage, and claims that are excluded from coverage. If our arrangements for insurance or indemnification are not adequate to cover claims, we may be required to make substantial payments and our results of operations and financial condition may be adversely affected.

If our arrangements for insurance or indemnification are not adequate to cover claims, including those exceeding policy aggregate limitations or exceeding the resources of the indemnifying party, we may be required to make substantial payments and our results of operations and financial condition may be adversely affected.

42. ***We have significant power, water and fuel requirements and any disruption to power or water sources could increase our production costs and adversely affect our results of operations.***

We require substantial power, water and fuel for our manufacturing facilities, and energy costs represent a significant portion of the production costs for our operations. For FY2014, FY2015, FY2016 and Q1 FY2017, our power, water and fuel costs was ₹1,833.2 million, ₹2,115.0 million, ₹2,088.7 million and ₹571.5 million, constituting 4.3%, 4.3%, 4.0% and 3.9%, respectively, of our total revenue. If energy or water costs were to rise, or if electricity or water supplies or supply arrangements were disrupted, our profitability could decline.

We source most of our electricity requirements for our manufacturing facilities from state electricity boards and to a lesser extent, third-party suppliers. If supply is not available for any reason, we will need to rely on captive generators, which may not be able to consistently meet our requirements. The cost of electricity from state electricity boards could be significantly higher, thereby adversely affecting our cost of production and profitability. Further, if for any reason such electricity is not available, we may need to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress.

In addition, we source most of our water requirements from state utilities, but there is no assurance that we will be able to obtain a sufficient supply of water from sources in these areas, some of which are prone to drought. In particular, with the failure of the monsoon in 2014 and 2015 many of the areas in which our manufacturing facilities in India are located are currently experiencing drought, including Aurangabad, our largest manufacturing centre. Therefore, we are subject to price risk and if supply or access is not available for any reason, our production may be disrupted and profitability could be adversely affected. We may also be forced to shut down or scale down our production if the drought worsens and we cannot access water in sufficient amounts.

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

After the completion of the Offer, our Promoter and Promoter Group will hold approximately 82.50%

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

44. ***We have entered into certain credit facilities that are repayable on demand. Any unexpected demand for repayment of such facilities by the lenders may adversely affect our business, financial condition, cash flows and result of operations.***

As of June 30, 2016, our long term and short term borrowing amounted to ₹9,565.9 million, on a consolidated basis. Some of our borrowings are drawn on facilities that are repayable on demand. Any failure to service such indebtedness, comply with a requirement to obtain lender consent or otherwise perform such obligations under such financing agreements (including unsecured borrowings) may lead to a such borrowing being repayable on demand or termination of one or more of our credit facilities or penalties and acceleration of amounts due under such credit facilities, which may adversely affect our business, financial condition, results of operations and prospects.

45. ***We entered into related party transactions aggregating ₹157.1 million, ₹218.6 million, ₹244.7 million and ₹75.2 million for FY2014, FY2015, FY2016 and Q1 FY2017, respectively. We will continue to enter into such transactions and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.***

We have entered into transactions with several related parties, including our Promoter, Directors and Subsidiaries, aggregating ₹157.1 million, ₹218.6 million, ₹244.7 million and ₹75.2 million, on consolidated basis, for FY2014, FY2015, FY2016 and Q1 FY2017, which were conducted in compliance with applicable laws.

We also undertake certain business transactions with certain entities forming part of the Varroc Group on an arms' length basis and in the ordinary course of business. During FY2014, FY2015, FY2016 and Q1 FY2017, no member of our Group Companies, other than the Company, engaged in related party transactions with Mr. Tarang Jain or entities controlled by Mr. Tarang Jain.

Details of our related party transactions with Mr. Tarang Jain and entities controlled by Mr. Tarang Jain on a standalone basis are set forth in the table below (percentages shown are percentages of total related party transactions contributed by transactions of the Company with Mr. Tarang Jain and entities controlled by Mr. Tarang Jain).

	Q1 FY2017		**FY2016**		**FY2015**		**FY2014**	
	(₹ in million, except percentages)							
Related Party Transactions with Mr. Tarang Jain and entities controlled by Mr. Tarang Jain								
Varroc Engineering Pvt. Ltd	21.7	28.8%	62.3	25.5%	48.4	22.1%	32.6	13.1%
Varroc Elastomers Pvt. Ltd	32.7	43.4%	111.4	45.5%	102.8	47.0%	87.6	35.2%
Total	54.4	72.1%	173.6	71.0%	151.2	69.2%	120.2	48.3%
Other Related Party Transactions	21.0	27.9%	71.1	29.0%	67.4	30.8%	128.6	51.7%
Total Related Party Transactions	75.4	100.0%	244.7	100.0%	218.6	100.0%	248.8	100.0%

There can be no assurance that such transactions and transactions entered into with the Varroc Group in particular, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. The transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest. For more information regarding our related party transactions, see "*Financial Statements – Related Party Transactions*" on page 338 of this Prospectus.

46. Our Promoter may enter into ventures that may lead to real or potential conflicts of interest with our business.

Our Promoter may become involved in ventures that may potentially compete with our Company. The interests of our Promoter may conflict with the interests of our other Shareholders and our Promoter may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit himself instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may impact our business, financial condition and results of operations.

47. We do not have certain documents evidencing the biographies of the Directors and the Key Managerial Personnel under the section "Our Management" of this Prospectus.

We do not have all the documents evidencing the biographies of our Directors and the Key Managerial Personnel under the section "*Our Management*" on page 201 of this Prospectus. The information included in the section are based on the details provided by the respective Directors and Key Managerial Personnel and, to the extent that the relevant documentation is not available, are supported by way of affidavits executed by them certifying the authenticity of the information provided. However, in the absence of original documents, we cannot assure you that all information relating to our Directors and Key Managerial Personnel included in the section titled "*Our Management*" is true and accurate.

48. ***We have experienced negative cash flows in prior periods and any negative cash flows in the future could adversely affect our financial condition and the trading price of our Equity Shares.***

We experienced negative cash flows (only negative flows are indicated for each period):

Consolidated	**Q1 FY2017**	**FY2016**	**FY2015**	**FY2014**	**FY2013**	**FY2012**
			(₹ in million)			
Net cash from/(used in) Operating Activities	569.56	6,848.18	4,133.17	5,689.55	3,450.52	5,421.07
Net cash from/(used in) Investing Activities	(1,343.77)	(5,456.19)	(2,987.65)	(2,118.21)	(2,027.90)	(2,387.27)
Net cash from/(used in) Financing Activities	1258.94	(636.49)	(1,387.96)	(3,769.95)	(1,518.39)	(2,351.38)
Total	**484.73**	**755.50**	**(242.44)**	**(198.61)**	**(95.77)**	**682.42**

Any negative cash flows in the future could adversely affect our financial condition and the trading price of the Equity Shares.

49. Our contingent liabilities as stated in our Restated Consolidated Financial Statements could adversely affect our financial condition.

As of June 30, 2016, our Restated Consolidated Financial Statements disclosed and reflected the following contingent liabilities:

Particulars	**June 30, 2016**
	(in ₹million)
Export obligation under export promotion capital goods (EPCG scheme)	1,714.88
Outstanding letters of credit	313.67
Guarantees given by company's bankers	199.00
Standby letter of credit given by Company's bankers	2.67
Disputed excise demand	47.62
Service tax matters	17.01
Sales tax matters	88.90
Income tax matters	139.07
Employee related disputes	24.75
Environment pollution control matters	26.57

Particulars	June 30, 2016
	(in ₹million)
EOSRL's dispute with Italian tax authorities relating to registration taxes paid for acquisition of subsidiaries	33.77
Claim for joint liability on labour related litigation by sub contractor's employee	1.00
Total	**2,608.91**

For further details of certain matters which comprise our contingent liabilities, see "*Financial Statements*" on page 237 of this Prospectus.

If at any time we are compelled to realize all or a material proportion of these contingent liabilities, it would have a material and adverse effect on our business, financial condition and results of operations.

50. Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

The amount of our future dividend payments, if any, will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that we will pay dividends. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders.

External Risk Factors

51. The cyclical and seasonal nature of automotive sales and production can adversely affect our business.

The automobile industry has witnessed substantial changes in recent years, including, among others, continued consolidation, outsourcing, decreasing profit margins in certain sectors, regulatory, shifts in production to low-cost manufacturing centres, an increased focus on sales outside of Western Europe and North America and technological changes.

Our automotive business is directly related to our customers' vehicle sales and production levels across various segments. Automotive sales and production are highly cyclical and depend on general economic conditions and other factors, including consumer spending and preferences as well as changes in interest rate levels, consumer confidence and fuel costs. Our sales are also affected by inventory levels and production levels of automotive manufacturers. We cannot predict when manufacturers will decide to either build or reduce inventory levels or whether new inventory levels will approximate historical inventory levels. This may result in variability in our sales and financial condition. Uncertainty regarding inventory levels may be exacerbated by favourable consumer financing programs initiated by manufacturers, which may accelerate sales that would otherwise occur in future periods. In the past, we have experienced sales declines during the manufacturers' scheduled shutdowns or shutdowns resulting from unforeseen events. As we have high fixed production costs, even relatively modest declines in our customers' production levels and thus, our production volumes, can have a significant adverse impact on our profitability. In addition, lower global automotive sales during the global financial crisis resulted in substantially all automotive manufacturers lowering vehicle production schedules. There is no assurance that global automotive sales will continue to recover or not decrease further. Continued uncertainty and other unexpected fluctuations could have an adverse effect on our business, results of operations and financial condition.

The automobile industry is also subject to seasonal characteristics. Generally, demand for our products and aftermarket services increases during the automotive industry's spring selling season and decreases during the third quarter of each year due to the impact of scheduled OEM customer plant shutdowns in the summer for vacations and changeovers in production lines for new model years. Our customers may also suddenly increase their request for component volumes, which could cause lead time problems and lead to loss of revenue for our customers if we are unable to meet their demands. As a result our relationship with our customers may be impacted and our projects sales may be adversely affected and result in loss of revenue and reduced margins. Any cancellation or delay in production would also have the same adverse affect on our sales projections and profitability.

In addition, the automotive component industry is sensitive to other factors beyond our control such as technological changes, cyclicality and unforeseen events, including political instability, recession, inflation, further volatility in fuel prices and other adverse occurrences. Any such event that results in decreased demand in the automotive industry, or increased pressure on automobile manufacturers to develop, implement and maintain in-house auto component facilities, could have an adverse effect on our business, results of operations and financial condition.

52. ***The transition to Ind-AS in India is very recent and there is no clarity on the impact of such transition on our Company. All income tax assessments in India will also be required to follow the Income Computation Disclosure Standards.***

Companies in India, including us, will be required to prepare financial statements under 'Indian Accounting Standard' ("**Ind-AS**") which are converged with International Financial Reporting Standards. On January 2, 2015, the Ministry of Corporate Affairs, Government of India (the "MCA") announced the revised roadmap for the implementation of Ind-AS (on a voluntary as well as mandatory basis) for companies other than banking companies, insurance companies and non-banking finance companies through a press release (the "Press Release"). Further, on February 16, 2015, the MCA has released the Companies (Indian Accounting Standards) Rules, 2015 which has come into effect from April 1, 2015.

Ind-AS will be required to be implemented on a mandatory basis by companies based on their respective net worth as set out below:

Phase I - Mandatory for accounting periods on or after April 1, 2016 (comparatives for the periods ended March 31, 2016 or as appropriate)	**Phase II - Mandatory for accounting periods on or after April 1, 2017 (comparatives for the periods ended March 31, 2017 or as appropriate)**
Those whose equity and/or debt securities are listed or are in the process of listing on any stock exchange in India or outside India and having net worth of Rs. 500 crores or more. ("A")	Those whose equity and/or debt securities are listed or are in the process of listing on any stock exchange in India or outside India and having net worth less than Rs. 500 crores. ("A")
Companies, other than those covered in "A", having a net worth of Rs. 500 crores or more. ("B")	Companies, other than those covered in "A", having a net worth of Rs. 250 crores or more but less than Rs. 500 crores. ("B")
Holding, subsidiary, joint venture or associate companies of companies covered under "A" or "B".	Holding, subsidiary, joint venture or associate companies of companies covered under "A" or "B".

For the purpose of calculation of net worth of Companies, the net worth shall be calculated in accordance with the stand-alone financial statements of the company as on March 31, 2014 or the first audited period ending after that date.

In addition, any holding, subsidiary, joint venture or associate companies of the companies specified above (even though if they do not meet above threshold) shall also comply with such requirements from the respective periods specified above.

There is not yet a significant body of established practice on which to draw informing judgments regarding its implementation and application. Additionally, Ind-AS differs in certain respects from IFRS and therefore financial statements prepared under Ind-AS may be substantially different from financial statements prepared under IFRS. There can be no assurance that our Company's financial condition, results of operation, cash flow or changes in shareholders' equity will not be presented differently under Ind-AS than under Indian GAAP or IFRS.

Furthermore, the Government of India has issued a set of Income Computation and Disclosure Standards ("**ICDS**") that will be applied in computing taxable income and payment of income taxes thereon, effective from April 1, 2016. ICDS apply to all taxpayers following an accrual system of accounting for the purpose of computation of income under the heads of "*Profits and gains of business/profession*" and "*Income from other sources*." This is the first time such specific standards have been issued for income taxes in India, and the impact of the ICDS on our tax incidence is uncertain.

We may encounter difficulties in the ongoing process of implementing and enhancing our management information systems under Ind-AS reporting and the ICDS. There can be no assurance that the adoption of Ind-AS and the ICDS by our Company will not adversely affect its results of operation or financial condition.

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

Our financial statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP, save that we also present financial statements as of and for the three month period ended June 30, 2016 on the basis of Ind-AS. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Indian GAAP and Ind-AS. Accordingly, the degree to which the Indian GAAP and Ind-AS financial statements included in this Prospectus 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 on the financial disclosures presented in this Prospectus should accordingly be limited.

54. The transition to Ind-AS in India is very recent and we may be negatively affected by such transition.

We currently prepare our annual financial statements under Indian GAAP, including the Restated Financial Information included in this Prospectus. Public companies in India, including ours, are required to prepare financial statements under Ind-AS, which are largely converged with IFRS. We are required to implement Ind-AS in the financial year commencing on April 1, 2016, and to provide comparative figures for the corresponding period in our prior financial year. Given that Ind-AS is different in many respects from Indian GAAP, under which we currently prepare our financial statements, the transition to Ind-AS may have a significant impact on our financial position and results of operations.

There can be no assurance that the adoption of Ind-AS will not affect our reported results of operations or financial condition. See "*Summary of Significant Differences between Indian GAAP and Ind-AS*" on page 493 of this Prospectus.

55. Our business and activities may be regulated by the Competition Act, 2002.

The Competition Act, 2002, as amended (the "Competition Act"), was enacted for the purpose of preventing practices having an adverse effect on competition in India and has mandated the Competition Commission of India (the "CCI") to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India is void and may result in substantial penalties. Any agreement among competitors which directly or indirectly determines purchase or sale prices, directly or indirectly results in bid rigging or collusive bidding, limits or controls production, supply, markets, technical development, investment or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or types of goods or services or number of customers in the relevant market or any other similar way, is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. The Competition Act also prohibits the abuse of dominant position by any enterprise. Further, if it is proved that any contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and may be punished. It is unclear as to how the Competition Act and the CCI will affect the business environment in India.

Consequently, all agreements entered into by us may fall within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. The applicability of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, may adversely affect our business, results of operations and prospects.

56. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "*Regulations and Policies*" on page 171 of this Prospectus for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

Further, the Government of India has proposed a comprehensive national goods and services tax ("**GST**") regime that will combine taxes and levies by the central and state Governments into a unified rate structure. Both houses of the Parliament have approved the GST bill and it is expected to be implemented with effect from April 1, 2017. While the Government of India and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

57. A slowdown in economic growth in India could cause our business to suffer. We are also subject to regulatory, economic, social and political uncertainties in India.

Our Company is incorporated in India, and the majority of our assets and employees are located in India. For Q1 FY 2017, 64.7% of our total revenue was derived from sales in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the

Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets; and
- other significant regulatory or economic developments in or affecting India or its IT sector.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

58. Terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may 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 trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, and adversely affect our business. In addition, any deterioration in relations between India and its neighbouring countries might result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares.

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

59. The occurrence of natural or man-made disasters may adversely affect our business, results of operations and financial condition.

The occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, may adversely affect our financial condition or results of operations. The potential impact of a natural disaster such as the H5N1 "avian flu" virus, or H1N1, the swine flu virus, MERS (Middle East Respiratory Syndrome), Zika, the mosquito virus, on our results of operations and financial position is speculative, and would depend on numerous factors. Although the long-term effect of such diseases cannot currently be predicted, previous occurrences of avian flu, swine flu, MERS and Zika had an adverse effect on the economies of those countries in which they were most prevalent. In the case of any of such diseases, should the virus mutate and lead to human-to-human transmission of the disease, the consequence for our business could be severe. An outbreak of a communicable disease in India or in the particular region in which we have projects would adversely affect our business and financial conditions and the result of operations. We cannot assure prospective investors that such events will not occur in the future or that our business, results of operations and financial condition will not be adversely affected.

60. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

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

61. ***Changes in trade policies may affect us.***

Any change in policies by the countries, in terms of tariff and non-tariff barriers, from which our suppliers import their raw materials, components and/or countries to which we export our products, may have an adverse effect on our profitability.

62. ***If the rate of Indian price inflation increases, our business and results of operations may be adversely affected.***

In the recent past, India has experienced fluctuating wholesale price inflation as compared to historical levels due to the global economic downturn. An increase in inflation in India could cause a rise in the price of raw materials and wages, or any other expenses that we incur. If this trend continues, we may be unable to accurately estimate or control our costs of production and this could have an adverse effect on our business and results of operations.

63. ***Currency exchange rate fluctuations could have an adverse effect on our reporting of results of operations.***

We report our consolidated results of operations in Indian Rupees, while our Subsidiaries report their financial results in their respective local currencies. In accordance with "Accounting Standard 21 - Consolidated Financial Statements" issued by Institute of Chartered Accountants of India, at the time of conversion of the financial statements of the foreign subsidiary during the consolidation process, line items of the profit and loss account are converted using an average exchange rate for the period or year under consideration except for opening and closing stock, which are converted at the opening and closing exchange rate respectively, whereas items of the balance sheet are converted using the closing exchange rate for the period or calendar year under consideration. Exchange rate fluctuations may have an adverse effect on our reported revenues and financial results as a result of variations in the exchange rate compare to exchange rate prevailing in the previous comparative period.

In the past, we have also recognised losses on account of foreign exchange positions. For the FY2014 and FY2015, our losses on account of such positions was ₹6.5 million and ₹1.7 million, respectively. We experienced gains on our foreign exchange position of ₹26.9 million and ₹8.0 million in FY2016 and Q1 FY2017, respectively. We cannot guarantee that we will not experience similar losses going forward and such losses may continue to have an adverse effect on our business, results of operations and financial condition.

64. ***After this Offer, our Equity Shares may experience price and volume fluctuations or an active trading market for our Equity Shares may not develop.***

The price of the Equity Shares may fluctuate after this Offer as a result of several factors, including volatility in the Indian and global securities markets, the results of our operations, the performance of our competitors, developments in the Indian automotive components sector and changing perceptions in the market about investments in the Indian automobile and automotive components sectors in general and our Company in particular, adverse media reports on us or the Indian automotive sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies and significant developments in India's fiscal regulations. In particular, the possibility of an extended period of market volatility as a result of the outcome of the June 23, 2016 referendum of the UK's membership in the European Union may also materially adversely affect the price of our Equity Shares and/or the development of an active trading market for our Equity Shares.

There has been no public market for the Equity Shares of our Company prior to this Offer and an active trading market for the Equity Shares may not develop or be sustained after this Offer. Further, the price at which the Equity Shares are initially traded may not correspond to the prices at which the Equity Shares will trade in the market subsequent to this Offer.

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

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences for us including difficulty in raising debt-financing. In addition, any perception by investors that such issuances or sales might occur may also affect the trading price of our Equity Shares.

66. You will not be able to sell immediately on an Indian stock exchange any of the Equity Shares you purchase in the Offer.

The Equity Shares will be listed on the BSE and the NSE. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Designated Stock Exchange, trading in the Equity Shares is to commence within six working days of the date of closure of the Offer. We cannot assure that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods prescribed under law.

67. Investors may not be able to enforce judgments obtained in foreign courts against us.

We are a limited liability company incorporated under the laws of India. Many of our directors and officers are Indian nationals and all or a significant portion of the assets of all of the directors and officers and a substantial portion of our assets are located in India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws.

We have been advised by our Indian counsel that the U.S. and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the U.S. on civil liability, whether or not predicated solely upon the federal securities laws of the U.S., would not be enforceable in India. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the U.S. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain approval from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, to execute such a judgment or to repatriate any amount recovered.

68. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by an Indian stock exchange on which the equity shares are sold. As such, any gain realized on the sale of equity shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of equity shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares.

69. Foreign investors are subject to foreign investment restrictions under Indian law, which may adversely affect the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 542 of this Prospectus.

70. We are not able to guarantee the accuracy of third party information.

Market data and certain information and statistics relating to us and general market/industry data are derived from both public and private sources, including market research, publicly available information and industry publications. We have relied on various government publications and industry sources in the preparation of this Prospectus, specifically the International Monetary Fund (World Economic Outlook, April 2016), the CIA World Factbook, the Government of India's Ministry of Statistics and Programme Implementation Press Release (Quick Estimates of Index of Industrial Production and Use-Based Index for the Month of March, 2016, May 12, 2016), the Reserve Bank of India (Monetary Policy Report, April 2016) and its website, CRISIL Research (Market Assessment of Auto Components in 2W & 3W, June 2016, which uses information from the Automotive Component Manufacturers Association of India and the Society of Indian Automobile Manufacturers), the Central Statistical Office, the European Automobile Manufacturers Association (The Automobile Industry Pocket Guide 2016-2017) and the Economic and Market Report: EU Automotive Industry Quarter 4 2015) and Mordor Intelligence (Europe Automotive Parts Die Casting Market (2016-2021), May 2016). We specifically commissioned CRISIL Research to prepare a market assessment of auto components in the two-wheeler and three-wheeler segments in India for reference in this Prospectus. Neither we, our directors nor our Promoter are in any way related to the parties that have prepared the relevant industry data on which we relied on. While we have taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by us and the BRLMs, and, therefore, we make no representation as to the accuracy, adequacy or completeness of such facts and statistics. Due to possibly flawed or ineffective calculation and collection methods and other problems, the facts and statistics herein may be inaccurate or may not be comparable to facts and statistics produced for other economies and should not be unduly relied upon. Further, there can be no assurance that the facts and statistics are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere.

Prominent Notes:

1. Initial public offering of up to 24,613,024 Equity Shares having a face value of ₹ 10 each of our Company for cash at a price of ₹ 472 per Equity Share (including a share premium of ₹ 462 per Equity Share), aggregating up to ₹ 11,617.35 million through an Offer for Sale by the Selling Shareholders. The Offer shall constitute up to 17.50% of the fully diluted post- Offer paid-up Equity Share capital of our Company.

2. Our Company was originally incorporated as a private limited company under the name of “Endurance Suspension Systems (India) Private Limited” under the Companies Act, 1956 and received a certificate of incorporation dated December 27, 1999. The name of our Company was changed from “Endurance

Technologies Private Limited" to "Endurance Technologies Limited", and we received to a fresh certificate of incorporation dated May 31, 2016. For further details regarding changes to the name of our Company, please see "*History and Certain Corporate Matters – Changes to the name of our Company*" on page 186 of this Prospectus.

3. As at June 30, 2016 and March 31, 2016, our Company's Net Worth, was ₹ 15,352.32 million and ₹ 14,555.87 million respectively, as per our Restated Consolidated Financial Information, and ₹ 13,963.42 million and ₹ 13,424.61 million respectively, as per our Restated Unconsolidated Financial Information.

4. As at June 30, 2016, our Company's net asset value and book value per Equity Share of face value ₹ 10 each was ₹ 109.14 as per our Restated Consolidated Financial Information and ₹ 99.27 as per our Restated Unconsolidated Financial Information. Our Company's net asset value and book value per Equity Share of face value ₹ 10 each after giving effect to consolidation of shares from face value of ₹ 4 per equity share to ₹ 10 per Equity Share and issue of 123,079,992 bonus Equity Shares, as at March 31, 2016 as per our Restated Consolidated Financial Information and Restated Unconsolidated Financial Information was ₹ 103.48 and ₹ 95.44, respectively.

5. The average cost of acquisition per Equity Share by our Promoter and Actis is set forth in the table below:

Name of the Promoter	Number of Equity Shares held as on the date of this Prospectus	Average price per Equity Share (in ₹)
Mr. Anurang Jain#~	59,266,320	1.28*
Actis	19,295,968	190.82

 # Anurang Jain HUF, of which Mr. Anurang Jain is the karta, additionally holds 400 Equity Shares.
~Mr. Anurang Jain additionally holds 28,300,000 Equity Shares, in his capacity as the trustee of the Anurang Rohan Trust.
**This includes stamp duty and other costs of acquisition of Equity Shares in relation to the purchase of 302,500 Equity Shares from ESIPL on October 30, 2001.*

6. For details in relation to interests of Group Companies in our Company, including business interests please see "*Our Promoter, Promoter Group and Group Companies – Nature and extent of interest of our Group Companies*" and "*Financial Statements - Related Party Transactions*" on pages 219 and 274 of this Prospectus, respectively.

7. For details of the related party transactions with related parties (as defined under Accounting Standard 18), please see "*Financial Statements - Related Party Transactions*" on page 274 of this Prospectus.

8. There have been no financing arrangements whereby the Promoter Group, the Directors and their relatives have financed the purchase of our Equity Shares by any other person other than in the normal course of business of the financing entity during the period of six months immediately preceeding the date of the Draft Red Herring Prospectus.

9. Bidders may contact any of the Lead Managers who have submitted the due diligence certificate to SEBI, for any complaints, information or clarifications pertaining to the Offer.

10. All grievances relating to ASBA process may be addressed to the Registrar, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted as the case may be, giving full details such as name, address of the Bidder, number of Equity Shares applied for, DP ID, Client ID, Bid Amounts blocked, ASBA Account number and the address of the Designated Intermediary with whom the ASBA Form was submitted. All grievances relating to Bids submitted through the Registered Broker may be addressed to the Stock Exchanges with a copy to the Registrar.

11. Any clarification or information relating to the Offer shall be made available by the Lead Managers and our Company to the Bidders at large and no selective or additional information would be available for a section of Bidders in any manner whatsoever.

12. Our Company had filed a draft red herring prospectus with SEBI on September 29, 2010 ("**Erstwhile DRHP**"), in relation to which our Company received observations from SEBI on December 14, 2010. However, in light of the then prevailing market conditions, the Erstwhile DRHP was subsequently withdrawn by way of a letter dated November 21, 2011. Bidders are advised to not place any reliance on the Erstwhile DRHP and refer to the Red Herring Prospectus and this Prospectus in relation to the Offer and details with respect to our Company.

SECTION III: INTRODUCTION

SUMMARY OF OUR BUSINESS

The following description of our business should be read together with our restated consolidated financial information as at and for the three months ended June 30, 2016 and the fiscal years ended March 31, 2016, 2015, and 2014 including the notes thereto and reports thereon, each included in this Prospectus. Our restated financial information included in this Prospectus is prepared under Indian GAAP, in accordance with requirements of the Companies Act, 2013, as amended, and restated in accordance with the ICDR Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Accordingly, the degree to which our Restated Financial Information on page 222 of this Prospectus will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP. Further, with effect from April 1, 2016, we are required to prepare our financial statements in accordance with Ind AS. Our audited financial statements for the three-month period ended June 30, 2016 and June 30, 2015 included in this Prospectus are prepared in accordance with Ind AS. Given that Ind AS is different in many respects from Indian GAAP under which our restated financial statements for fiscal years ended March 31, 2016, 2015 and 2014, and the three months ended June 30, 2016 have been prepared, our Ind AS financial statements for the period commencing from April 1, 2016 may not be comparable to our historical financial statements.

Overview

We are the largest two-wheeler and three-wheeler automotive component manufacturer in India in terms of aggregate revenue for FY2015 from our selected product segments (*Source: CRISIL Research*). We also have operations in Europe with highly-automated manufacturing facilities in Italy and Germany. Tier one companies are companies that directly supply to OEMs, and we are a tier one supplier to OEMs for most of our products. According to the Aluminium Casters' Association of India, we are the number one aluminium die-casting company in India in terms of actual output and installed capacity in FY2016. We are a complete solutions provider, providing end-to-end services by engaging our customers from conception to end-user delivery. Our development process includes design, development, validation, testing, manufacturing, delivery and aftermarket sale service for a wide range of technology-intensive auto component products leading to better customer satisfaction and diversification of our customer base. We are an innovation-driven company with strong focus on research and development ("**R&D**"), which allows us to develop new products suited to customer requirements. For FY2015, FY2016 and Q1 FY2017, our total revenue contribution from India was 71.5%, 70.1% and 66.8%, respectively, while our total revenue contribution from Europe was 28.5%, 29.9% and 33.2%, respectively.

In India, we manufacture a diverse range of technology-intensive automotive components for the two-wheeler and three-wheeler segments. We also manufacture specified components for four-wheeler passenger vehicles, light commercial vehicles ("**LCVs**") and heavy commercial vehicles ("**HCVs**").

Our products and services in India include:

- raw and machined aluminium castings, such as high-pressure, low-pressure and aluminium alloy wheels for motorcycles;
- suspension, such as shock absorbers for scooters, motorcycles and three-wheelers, front forks for motorcycles and scooters and hydraulic dampers for quadricycles;
- transmission, such as clutch assemblies, cork and paper-based friction plates for motorcycles and three-wheelers and continuous variable transmission assemblies ("**CVTs**") for scooters;
- braking systems, such as hydraulic disc brake assemblies including calipers, master cylinders and rotary disc brakes for motorcycles and hydraulic drum brake assemblies and tandem master cylinder assemblies for three-wheelers; and
- aftermarket services to cater to the replacement market.

In Europe, we predominantly cater to four-wheeler OEMs, focusing on engine and transmission components. Our products include raw and machined aluminium castings (high-pressure and gravity die-casting products) and steel, cast iron and engineering plastic parts.

Our customers in India and Europe include leading domestic and global OEMs. In FY 2016, our largest customers in India were Bajaj, Royal Enfield, Honda Motorcycle and Yamaha. We have a long-standing relationship with Bajaj, which is our largest customer. In addition to these customers, we also supply to a variety of other OEMs in India, such as Hero, Mahindra, Tata, Suzuki, H-D Motor, Fiat India and a leading Indian motorcycle OEM. In Europe, our largest customer is FCA Italy S.p.A., and we supply components used in the engines of a variety of FCA Italy S.p.A.'s brands, such as Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia (Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia are registered trademarks owned by the FCA Group). We also supply to Daimler and other reputable four-wheeler OEMs operating from Europe.

We have 25 plants across India, Italy and Germany. We have 18 manufacturing plants in India, all of which are strategically located in the major automotive manufacturing belts of the country, comprising eight in Aurangabad (Maharashtra), five in Pune (Maharashtra), two in Pantnagar (Uttarakhand) and one each in Manesar (Haryana), Chennai (Tamil Nadu) and Sanand (Gujarat), with two in-house tool rooms. In addition, we are planning on setting up a new plant at Halol (Gujarat), which we anticipate to complete in FY2018, for the supply of suspension parts to Hero. We also have two manufacturing plants in Massenbachhausen, Germany at our subsidiary Endurance Amann GmbH ("**Endurance Amann**"), and five in and around Torino, Italy, at our indirect subsidiaries, namely, Endurance Fondalmec SpA, ("**Endurance Fondalmec**"), Endurance FOA SpA ("**Endurance FOA**") and Endurance Engineering Srl ("**Endurance Engineering**"). In addition, we expect to commission a new machining plant in Massenbachhausen, Germany in FY2017 and we are currently in the initial stages of planning an automotive proving ground (test track) in Aurangabad, Maharashtra, India, which we expect to be operational by the end of 2018.

Our manufacturing facilities are in proximity to our customers so as to help reduce logistics costs and to ensure timely delivery of our products. 15 of our plants in India are certified as per ISO/TS 16949:2009 standards.

We have been successful in diversifying our products mainly due to our R&D and technological capabilities. We have acquired and developed R&D capabilities including product design, reverse engineering, product simulation, prototyping and testing. Our technology partners include WP Performance Systems GmbH ("**WP Performance**"), Adler SpA ("**Adler**"), a leading global brake and suspension company and a European brakes technology provider. As of June 30, 2016, we employed 167 R&D engineers, designers, technicians and support staff in India and at our overseas R&D facilities. In India, we have four R&D centres, all of which are DSIR approved. In India, we have been granted four patents with another 41 patents pending approval. In India, we also have one design registration granted and three design registrations pending.

Our total revenue for FY2014, FY2015, FY2016 and Q1 FY2017 was ₹42,403.8 million, ₹49,494.4 million, ₹52,745.5 million and ₹14,529.4 million, respectively. Our average return on capital employed ("**RoCE**") for FY2014, FY2015, FY2016 and Q1 FY2017 was 21.4%, 22.8%, 21.9% and 20.7%, respectively. Our debt to equity ratio for FY2014, FY2015, FY2016 and Q1 FY2017 was 0.60, 0.60, 0.42 and 0.46, respectively. As of August 26, 2016, our long-term bank facilities are rated CRISIL AA-/Positive and our short-term bank facilities are rated CRISIL A1+.

Our Strengths

We believe that the following are our primary strengths:

Consistent track record of organic and inorganic growth

AECPL, which merged into our Company with effect from August 11, 2006, commenced manufacture of aluminium castings in Aurangabad, Maharashtra, India in FY1986. Over time, we have grown organically in India, including by consolidating our Promoter's companies into one company. We have diversified our capabilities by introducing suspension products in 1996, transmission products in 1998 and braking systems in 2004. Starting from one manufacturing facility in 1985, we have grown to now operate 18 manufacturing facilities in India.

In addition to our organic growth in India, we have a track record of successful inorganic growth through various acquisitions. We entered into Europe with the acquisition of a pressure die casting and machining company, Endurance Amann, our German subsidiary, in FY2007 and the acquisition of Endurance Fondalmec, our Italian subsidiary, in FY2008. We further expanded our European operations with the acquisition of a 15% stake in Endurance FOA in FY2013 and Grana's business division engaged in the production of engineering moulded plastic components in FY2015. We completed the acquisition of Endurance FOA by acquiring the remaining 85% in FY2015.

Our record of profitable growth is demonstrated by the fact that we have consistently outperformed growth in the broader industry in India and Europe through the successful expansion of our customer base, our focus on R&D, our ability to manage costs and our short production cycle.

From FY2014 to FY2016, our total revenue in India grew at a compound annual growth rate ("**CAGR**") of 8.6%, as compared to the two-wheeler production and three-wheeler production in India, which grew at a CAGR of 5.6% and at a CAGR of 6.1%, respectively. (*Source: CRISIL Research*). Similarly, from FY2014 to FY2016, our total revenue in Europe grew at a CAGR of 19.6%. Not only have we grown our revenues in each of the last three years, but we have also succeeded in increasing our profit after tax (before minority interest) ("**PAT**") margins in spite of volatility in the auto markets. Our consolidated PAT margin (before minority interest) increased from 4.8% in FY2014 to 5.1% in FY2015 to 5.5% in FY2016. In Q1 FY2017, our PAT margin was 5.5%.

In addition to our growth in the Indian and European component markets, we have also grown in the aftermarket segment, which has provided high profit margins and growth opportunities. We established our aftermarket sales services in 2001 and have since grown the segment to include 12 distribution centres and 256 distributors in India and to directly and indirectly export our products to 20 countries outside of India (18 directly and two indirectly). Our aftermarket segment has grown in recent years, with net revenue from operations growing from ₹1,427.3 million in FY2014 to ₹1,974.9 million in FY2016, a CAGR of 17.6%.

While we have grown quickly in recent years, particularly in Europe, we have managed to deleverage our balance sheet and improve our credit rating in the process. Our debt to equity ratio for FY2014, FY2015, FY2016 and Q1 FY2017 was 0.60, 0.60, 0.42 and 0.46, respectively. As of August 26, 2016, our long-term bank facilities are rated CRISIL AA-/Positive and our short-term bank facilities are rated CRISIL A1+. The table below sets forth certain details regarding our long-term and short-term bank facilities credit rating as of the dates indicated:

	April 22, 2013	**April 22, 2014**	**August 26, 2014**	**February 5, 2015**	**August 26, 2016**
Long-term bank facilities	CARE BBB	CARE A-	CARE A+	CRISIL AA-/Stable	CRISIL AA-/Positive
Short-term bank facilities	CARE A3+	CARE A2+	CARE A1	CRISIL A1+	CRISIL A1+

Note: After becoming rated by CRISIL in 2015, we voluntarily petitioned CARE to withdraw our ratings, and consequently we are now only rated by CRISIL.

Our average return on equity in FY2014, FY2015, FY2016 and Q1 FY2017 was 23.9%, 23.9%, 22.5% and 21.4%, respectively.

We are the largest two-wheeler and three-wheeler automotive component manufacturer in India in terms of aggregate revenue from our selected product segments

We are a multi-solution provider of a diverse product portfolio to a wide variety of OEMs, which provides us with a revenue profile that is diversified across products. We are the largest two-wheeler and three-wheeler automotive component manufacturer in India in terms of aggregate revenue for FY2015 from our selected product segments (*Source: CRISIL Research*). According to CRISIL, we are one of the top four leading players in India with respect to each of the product segments that we offer. (*Source: CRISIL Research*) According to the Aluminium Casters' Association of India, we are the number one aluminium die-casting company in India in terms of actual output and installed capacity in FY2016. We also have operations in Europe with highly automated manufacturing facilities in Italy and Germany.

We are a complete solutions provider, providing end-to-end services by engaging our customers from conception to end-user delivery. Our development process includes design, development, validation, testing, manufacturing, delivery and aftermarket sale service for a wide range of technology-intensive auto component products leading to better customer satisfaction and diversification of our customer base. Within our four product segments, we manufacture a wide range of products to service the diverse requirements of our customers, particularly in the motorcycle, scooter and three-wheeler segments in India and four-wheeler segment in Europe. The designs of our products are standardized within each of our product segments, to help component sourcing and enhance manufacturing flexibility across production lines. We typically establish an initial customer relationship in our castings segment and then gradually develop our relationship to expand into further product lines.

Through our focus on R&D and developing products with our customers, we are able to continually innovate and refresh our products in line with the demands of our customers as well as end-user preferences for better comfort, quality, performance and aesthetics in their products. See "— *Strong research and development and technological capabilities*". By developing products with our customers and by offering a broad range of products across segments, we are able to increase customer dependence on us and position ourselves as a preferred supplier to our OEM customers across segments.

Strong customer relationships with a wide variety of OEMs

Our customers in India and Europe include leading domestic and global OEMs. In FY 2016, our largest customers in India were Bajaj, Royal Enfield, Honda and Yamaha. We have a long-standing relationship with Bajaj, which is our largest customer. In addition to these customers, we also supply to a variety of other OEMs in India, such as Hero, Mahindra, Suzuki, Tata Motors Limited, H-D Motor Company India Pvt. Ltd. and Fiat India. In Europe, our largest customer is FCA Italy S.p.A., and we also supply to Daimler, as well as other reputable four-wheeler OEMs operating from Europe.

A key focus of our business is on "QCD", which stands for quality, cost and delivery. We aim to provide customers with quality service in terms of the handling of customer complaints and warranties. By doing so, we believe that we are able to deepen our customer relationships to become their preferred suppliers. We are continually working on value engineering solutions for our customers, in designing our products by optimising cost and sharing the cost savings with our customers. Partnering with our key customers to develop products strengthens our relationship with these customers and results in customer dependence on us. Moreover, partnering with customers in this way helps to reduce the cost of development, by reducing testing time and avoiding duplication of work. For example, we regularly undertake product development initiatives for our customers based on their specifications. Specific examples include: (i) the development of a mechanical upside-down front fork for a motorcycle for a leading two-wheeler manufacturer in India, (ii) the development of a paper-based clutch assembly for motorcycles for a leading two-wheeler manufacturer in India and (iii) the development of a front fork for scooters for a leading two-wheeler manufacturer in India.

We also adopted the total productive maintenance ("**TPM**") initiative across all of our manufacturing locations to improve our operational efficiency and the reliability of our manufacturing processes, which has helped us meet our customer expectations on quality, cost and delivery and reduce customer complaints and warranty claims.

Similarly, we locate our manufacturing facilities near leading OEMs, which allows us greater customer interaction and gives us the ability to respond quickly to their needs. In addition, locating our manufacturing facilities near our customers' production centres reduces our logistical and operating costs, allowing us to produce cost-competitive products for our customers.

We seek to maintain strong relationships with our suppliers in order to derive better insight into the markets for our raw materials, which helps us to manage our raw material supply chain and inventory, resulting in greater predictability of supply and, consequently, a greater ability to meet production schedules and achieve on-time delivery for our customers.

Our long-standing relationships with our key customers, including Bajaj, Royal Enfield, Honda and Yamaha, allow us to understand and cater to their diverse requirements, including the development of new products. In order to increase our share of business with customers, we typically enter into a new customer relationship with one particular product line, generally castings, seeking to demonstrate the quality and cost efficiency of our products and services and then strengthen our relationship so that we are able to expand into our other product segments, helping us to grow our overall business. For example, we have successfully expanded our offerings to a leading scooter manufacturer, with whom we established a relationship for the supply of castings in FY2006. In FY2014, we also started supplying suspensions to that manufacturer and on March 1, 2016 we commissioned a new plant for the dedicated production of castings and suspension products for that manufacturer. Moreover, we are developing clutch assemblies and braking systems with that manufacturer which, if successful, will result in us supplying all four product segments to them. In addition, we are planning on setting up a new plant at Halol (Gujarat), which we anticipate to complete in FY2018 for the supply of suspension parts to Hero.

As a result of our various customer and product initiatives, we have succeeded in expanding our customer base by adding key OEMs in both India and Europe. Since FY2010, we have increased the number of customers with whom we have over ₹1 billion in annual sales from two to nine in FY2016. We have been successful in this push to increase our sales with key customers primarily due to our technological advantage and R&D strength.

Strong research and development and technological capabilities

We place a strong focus on R&D, with an emphasis on lean design and continuous improvement in product performance, cost and reliability, to enhance our product range. We have invested in high-quality testing equipment, software, human resources, in our R&D centres for each of our product segments. Through our investment, we believe that we have developed strong product design capabilities, which allow us to develop new products and service our customers effectively and in a timely manner. Our R&D capability allows us to reduce the testing and validation workload that our customers need to undertake on our products, thus allowing them to outsource those processes to us and increasing their dependence on us.

As of June 30, 2016, we employed 167 R&D engineers, designers, technicians and support staff in India and at our overseas R&D facilities. In India, we own four dedicated R&D centres, one for each of our four product categories, all of which are approved by the Government of India's Department of Scientific and Industrial Research ("**DSIR**"). We also have an Advanced Engineering Group in India to support our R&D activities, which comprises computer-aided engineering activities, road-load data acquisition activities, testing facilities, an elastomers team and an intellectual property team, among others. In addition to our R&D centres in India, we also have strong engineering departments at our overseas operations in Germany and Italy, which include computer aided design systems and casting simulation software, feasibility analyses and design optimisation for casting processes and in-house design and construction of machining and assembly processes. Additionally, we recently acquired approximately 26 acres of land in Aurangabad, Maharashtra, India to develop an automotive proving ground (test track). For details, "—Research & Development" in this chapter.

In India, we have been granted four patents to date, of which two relate to clutch assemblies and two relate to shock absorbers, and we have one design registered for an aluminium alloy wheel casting. In addition, we have applied for 41 patents and three designs registrations for a wide range of products.

We have been successful in diversifying our products mainly due to our R&D and technological capabilities. As examples of such capabilities, we have developed and launched a number of products in India, such as oil and gas-filled shock absorbers, mono shock absorbers and upside down front forks. We have also set up (i) a computer-aided engineering team to improve the quality and reliability of our products, (ii) a road load data acquisition team to enhance our ability to understand how our products function on the road and therefore develop and optimise our products, (iii) a team for advanced electro-mechanical systems to design electronic components, as we expect the auto industry, especially high-end motorcycles, to develop more electronic products such as electronic control units for ABSs in the future, (iv) an elastomers team to better understand rubber technology, to help focus on product durability, warranty reduction and keep elastomer component costs under check and (v) an intellectual property team to process new patent applications and track competitors' and industry activities on patents. We actively benchmark our competitors' products to ensure our products meet market and technology trends.

We have also enhanced our technological capabilities through agreements with prominent automotive component manufacturers, such as, WP Performance, Adler, a leading global brake and suspension company and a European brakes technology provider. By partnering with our customers and with other prominent component manufacturers, we are able to strengthen our own product design and development team. For example, we were able to produce an adjustable damping front fork shock absorber through our agreement with WP Performance, CVTs for Hero through our agreement with Adler and a combined brake system ("**CBS**") through our agreement with a European brakes technology provider.

Growing and profitable European business

We have a fast-growing business in Europe, with our net revenue from operations growing from ₹10,986.8 million in FY2014 to ₹15,666.5 million in FY2016, a CAGR of 19.4%. We entered into Europe with the acquisition of Endurance Amann, our German subsidiary, in FY2007 and the acquisition of Endurance

Fondalmec, our Italian subsidiary, in FY2008. We initially expanded into Europe in order to diversify our operations and build relationships with high profile customers such as FCA Italy S.p.A., Daimler and other reputable four-wheeler OEMs operating from Europe.

In Europe, we manufacture a wide range of raw and machined aluminium die-casting products, such as components for engines, transmissions and vehicle bodies. We also manufacture components for aspirated and turbocharged engines, many of which are required to meet Euro VI emissions standards. Our components are used in the engines of a variety of passenger vehicles manufactured by automobile producers including FCA Italy S.p.A. (such as Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia) (Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia are registered trademarks owned by the FCA Group), Daimler and other reputable four-wheeler OEMs operating from Europe.

Our strategy in Europe has been to expand with a focus on profitable growth, high margin products, and marquee customers, and we have pursued this strategy through organic growth as well as a series of acquisitions. Our most notable acquisitions have been our acquisitions of Endurance FOA SpA., which produces large and complex aluminium castings, and the asset acquisition of Grana's business division engaged in the production of engineering moulded plastic components. We acquired Grana's engineering moulded plastic components business in line with market trends that plastic components will gradually replace some aluminium components as OEMs seek to use lighter weight alternative material components for their products. In Europe, the number of our plants has increased from three as of March 31, 2014 to seven as of June 30, 2016. We expect to commission an additional machining plant in Germany in FY2017.

We have improved the capital efficiency of our European business through the diversification of our product technology and material solutions, increasing our machining automation for high-volume products, and introduction of higher-tonnage machines.

As a result of our initiative to profitably grow our European business, we have experienced both growing revenues and increased profit margins in Europe. Our net revenue from operations in Europe increased from ₹10,986.8 million in FY2014 to ₹15,666.5 million in FY2016, and our profit margins (before minority interest) in Europe increased from 5.0% in FY2014 to 5.5% in FY2016.

Our Strategy

The key elements of our strategy are as follows:

Focus on high-growth markets such as two-wheelers and three-wheelers in India and passenger cars in Europe

India, along with China, are the largest producers of two-wheelers in the world, each contributing approximately one third of the global volumes. Further, India is the largest producer of three-wheelers in the world and the sixth largest passenger vehicle producer in the world. In FY2016, the overall automobile production in India was about 24.5 million with two-wheelers, comprising motorcycles, mopeds and scooters, accounting for more than three quarters of total production. In FY2016, CRISIL estimates India's two-wheelers industry revenue to be around ₹820 billion, with a production of about 19 million. Two-wheeler production grew at a moderate pace of 5.1% CAGR from FY2012 to FY2016 despite high growth in FY2014 and FY2015 mainly due to two years of bad monsoon in 2014 and 2015. CRISIL projects two-wheeler production to grow at a CAGR of 8-10% from the period FY2016 to FY2019. *(Source: CRISIL Research)* Notwithstanding the size and recent growth in India's two-wheeler market, there is significant room for further growth in India as compared to other markets. CRISIL estimates the penetration levels of two-wheelers as a percentage of addressable households in India to have grown from 39% in FY2010 to 52% in FY2015 (*Source: CRISIL Research*). In particular, India's rural market is underpenetrated, with penetration levels of only 39% in FY2015, as compared to 29% in FY2010 as per estimates. In addition, there is a large addressable market opportunity in terms of OEM customers. Given our experience with the two-wheeler and three-wheeler market in India and with two-wheeler and three-wheeler automotive component manufacturing technology, as well as our focus on delivering quality products, we believe that we are well positioned to capture the growth of the Indian two-wheeler and three-wheeler automotive component manufacturing industry in India. For more information, see "*Industry*," beginning on page 116 of this Prospectus.

The European Union is among the world's biggest producers of motor vehicles and passenger vehicles. The presence of a vast base of automotive industries in the European Union has contributed largely to the prosperity of the region. The global production of passenger cars alone grew from 40.1 million in 2001 to 68.53 million in 2015; for overall motor vehicles, the growth was around 90.8 million in 2015. After the recovery of the economy from the recessionary trend of 2010, the production of passenger vehicles in Europe has also increased from 19.9 million units in 2012 to 21.1 million units in 2015. The passenger cars produced in Europe constitute around 27% of the global production of passenger vehicles. *(Source: Mordor Intelligence, Europe Automotive Parts Die Casting Market (2016-2021), May 2016 (the "**Mordor Report**"))* With our growing European business, we believe that we are well positioned to capture growth in the European automobile markets. See "—*Growing and profitable European Business*" above.

We intend to focus on manufacturing products for the motorcycle, scooter and three-wheeler segments in India and for the passenger car, LCV and HCV segments in Europe. India offers further opportunities for penetration in the two-wheeler segment, while the passenger car, LCV and HCV segments in Europe are scalable, stable and provide significant growth potential. In order to expand our business in these segments, we intend to focus on expanding our share of business with market-leading OEMs, with the goal of supplying all four of our product segments to all of our key customers. Moreover, we are continually seeking new market-leading OEM customers to expand our customer base. We have, in the past, undertaken strategic acquisitions in order to expand our customer base. To diversify and deepen our customer relationships, we intend to leverage our track record of quality, R&D capabilities, cost and delivery, as well as our product and process know-how, to consolidate our position as a preferred supplier to OEMs.

Continually improve our research and design capabilities in order to focus on advanced technology, high value-add products

Our customers' demand for higher performance and top quality products is growing. In response to this, we place a strong emphasis on maintaining a high quality product design and development capability and a key part of our strategy is to continually improve our research and design capabilities so that we can focus on providing advanced technology, high value-add products. We believe that high-value added and technology-driven components will provide us with early-mover advantages and higher profit margins, and will present us with opportunities to capture shifts in customer preferences as well as evolving regulatory requirements, such as heightened emissions control standards. By providing high-value added and innovative products, we believe that we will be able to become a preferred supplier to our customers, thus giving us the opportunity to consolidate our position with our customers and increase the share of their supply needs that we fulfil.

To enhance our R&D capabilities we are undertaking a number of short-term and long-term R&D initiatives. For example, we are developing a new automotive proving ground (test track) in India, which will enable us to test our products under simulated road conditions. This will enhance our ability to analyse and enhance product reliability, durability and performance. We are also in the initial stages of planning and setting up a dedicated technology centre in Italy at Endurance FOA for foundry, machining and assembly related process technologies to allow us to develop structural aluminium castings with our customers for passenger cars. This is a high value-added business segment which we believe will provide us with a competitive advantage.

In addition, we also intend to implement improvements to our research and design process through virtual validation and computer aided engineering analyses, rapid prototyping, accelerated testing and improved problem solving efficiency. In line with these initiatives, we plan to expand our talent pool and increase our research and design manpower.

To enhance product quality for our aluminium casting business, we will focus on introducing melting furnaces with improved efficiency, heat treatment systems and an innovative die lubrication process. We also plan to install compact and efficient die-casting machines which have the vacuum systems, de-flashing units and thermal regulation units. For die manufacturing, we continue to work on new designs, which will improve productivity and the aesthetics of casting components. Moreover, we are developing advanced machine solutions to manufacture machined castings with a tighter tolerance band, higher surface texture and better quality. These machining lines will be installed with automated and intelligent inspection systems.

In Europe, we intend to increase our share of value-added products by increasingly doing full machining of castings and sub assemblies, as well as through the addition of high-value products such as structural parts and large and complex engine and transmission castings, higher strength and elongation options by providing Silafont alloy and heat treatment for structural parts such as front axle, cross member and shock towers.

In India, we have 41 patents and three design registrations pending approval and we expect that our enhanced research and design capabilities will culminate in increased patent applications and design registrations, improved product development time and enhanced product quality.

Expand our presence in the aftermarket sales services

Our aftermarket sales services provide us significant opportunities for growth. We build our aftermarket products to the same quality standards as the parts we supply OEMs, which we believe provides us with good brand equity amongst end-users of our products. We established our aftermarket sales services in 2001 in order to serve end-users of our products. We have since grown our aftermarket sales services to 12 distribution centres and 256 distributors in India and 26 distributors outside India. Our products are also exported directly to 18 countries and by third-party merchant exporters to two countries, with our main markets outside of India being Bangladesh, Sri Lanka and Egypt. Our team of approximately 50 dedicated professionals is responsible for the day-to-day operations of our aftermarket sales services. We have a retail program, through which we directly incentivise retailers who earn commissions linked to sales targets. The aim of this retail program is to improve our brand visibility, increase retailer contacts and enhance loyalty towards our brand.

Aftermarket sales generally have higher margins than our other operations, as it operates a business to consumer business model, where we are able to charge both for the product itself as well as for the efforts undertaken for making the product available to the end customer. In addition to having higher profit margins, expanding our aftermarket presence acts to reinforce our brand image and brand visibility, particularly with aftermarket sales being a business-to-consumer channel. Our aftermarket segment has grown in recent years, with net revenue from operations growing from ₹1,427.3 million in FY2014 to ₹1,974.9 million in FY2016, a CAGR of 17.6%.

We intend to grow our aftermarket sales services through a variety of initiatives, including by increasing our exports from India by entering new countries in line with the OEMs that we supply, increasing product penetration through the introduction of new products and models by OEMs and expanding our distribution network in India with a focus on Maharashtra, Uttar Pradesh, Gujarat, Tamil Nadu and Rajasthan. Additionally, we have begun to test a strategy to leverage our brand by entering into the components trading business to increase our product offering to customers through our distribution network. The products we will market through these channels will be extensions of our products, and although they will not be manufactured by our Company they will complement our existing product portfolio.

Continue to pursue strategic alliances and inorganic growth opportunities

We intend to continue to pursue strategic alliances and inorganic growth opportunities, with a particular focus on technologically-innovative acquisitions that provide us access to better technology with respect to our existing products and allow us to diversify our product and customer base. We have historically expanded our business through a combination of organic growth, acquisitions and strategic alliances with our customers and with other component manufacturers. For example, we expanded our European operations in FY2013 with the acquisition of a 15% stake in Endurance FOA, a manufacturer of complex aluminium castings, and in FY2015 with the asset acquisition of Grana's business division engaged in the production of engineering moulded plastic components and the acquisition of the remaining 85% interest in Endurance FOA.

Similarly, we have historically entered into joint ventures and agreements with a number of partners across vehicle segments in order to ensure that we deliver high quality and technologically advanced products at competitive prices to our customers. For example, we entered into an agreement with Adler in 2013, through which Adler provides to us technical support on an exclusive basis in India for the development and manufacture of CVTs and paper-based clutch assembly products for sale to markets in India and worldwide. Similarly, we entered into an agreement with a European brakes technology provider in 2015, through which they provide us, on an exclusive basis, technical information and knowhow to design, manufacture, use and sell combined braking systems and related assemblies for two-wheelers. These agreements have allowed us to expand our product and technology base, thereby strengthening our business.

We will continue to evaluate similar strategic alliances or acquisition opportunities that arise in other markets and we aim to harness our experience of acquiring and integrating new operations in other markets. We will seek to combine our low-cost base and manufacturing capabilities with high-end technologies through agreements with global automotive components manufacturers to obtain a competitive advantage. We currently have a number of agreements with technology partners and we will continue to pursue newer agreements.

Focus on operational efficiencies to improve returns

Offering quality products at attractive prices is a key aspect of maintaining and expanding our relationships with our customers. To that end, we have adopted a number of initiatives designed to improve our cost efficiency, and as a one of our primary business strategies we intend to continue improving cost efficiency. In addition, investment in this sector in India gives us capital efficiency. As a result of our efficiency efforts, we have been able to deliver average RoCE of 21.4% in FY2014, 22.8% in FY2015, 21.9% in FY2016 and 20.7% in Q1 FY2017.

We have adopted the TPM initiative across all of our manufacturing locations to improve our operational efficiency and the reliability of our manufacturing processes by lowering break downs and rejections. TPM, which we adopted initially in 2005, has helped us to meet our customer expectations on quality, cost and delivery and has helped reduce customer complaints and warranty claims. Similarly, we have in the past consolidated our operations to make them more efficient by reducing the total number of plants and have consolidated three tool rooms into two tool rooms in FY2017. This is in line with our strategy of ensuring that we only open and continue to operate plants when it makes economical sense to do so.

We intend to continue implementing TPM initiatives across our manufacturing facilities in order to reap additional cost savings going forward. One key aspect on which we are focusing our TPM initiatives is to reduce breakdowns and rejections of our products through preventive maintenance measures.

Our large size and scale also enables us to produce greater volumes of products from each of our plants and spread our fixed costs, which relate primarily to the machinery and equipment required to produce components and to fixed labour costs, more widely to reduce our production costs on a per unit basis, allowing us to reduce our unit sales price and increase our competitiveness.

We intend to use a variety of other manufacturing strategies, sourcing strategies and cost reduction strategies to continue to improve our operational efficiencies. For example, we plan to: (i) install machines with higher-productivity; (ii) implement low-cost automation; (iii) initiate energy conservation and water harvesting initiatives to reduce our energy requirements; (iv) secure better energy prices by purchasing power from both the state electricity boards, for long-term predictability, as well as from private parties, to lower utilities' costs; (v) rationalise our manpower requirements; (vi) use our research and design capabilities to reduce process and component costs; (vii) continually review our vendor base so that we secure the best costs amongst vendors that meet our quality requirements; and (viii) outsource non-critical operations so that we can focus our efforts on delivering the best quality products within our core areas.

SUMMARY OF INDUSTRY

We have relied on various government publications and industry sources in the preparation of this Prospectus, specifically the International Monetary Fund (World Economic Outlook, April 2016), the CIA World Factbook, the Government of India's Ministry of Statistics and Programme Implementation Press Release (Quick Estimates of Index of Industrial Production and Use-Based Index for the Month of March, 2016, May 12, 2016), the Reserve Bank of India (Monetary Policy Report, April 2016) and its website, CRISIL Research (Market Assessment of Auto Components in 2W & 3W, June 2016, which uses information from the Automotive Component Manufacturers Association of India, the Society of Indian Automobile Manufacturers) and the Central Statistical Office, the European Automobile Manufacturers Association (The Automobile Industry Pocket Guide 2016-2017 and the Economic and Market Report: EU Automotive Industry Quarter 4 2015) and Mordor Intelligence (Europe Automotive Parts Die Casting Market (2016-2021), May 2016). We specifically commissioned CRISIL Research to prepare a market assessment of auto components in the two-wheeler and three-wheeler segments in India for reference in this Prospectus. Neither we, our directors nor our Promoter are in any way related to the parties that have prepared the relevant industry data on which we relied on. Neither we, the BRLMs nor any other person connected with the Offer have verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that 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.

The Global Economy

Although financial markets have recovered most or all of the ground lost in the first quarter of 2016, global economic recovery has slowed due to fear of weakening of the Chinese economy and signs of distress in other large emerging markets, including from falling commodity prices and oil prices. According to the International Monetary Fund (the "**IMF**"), the baseline projection for global growth in 2016 is 3.2%, broadly in line with last year. The projected pickup in growth in 2017 (3.5%) hinges on rising growth in emerging market and developing economies, as growth in advanced economies is expected to remain modest. *(Source: International Monetary Fund, World Economic Outlook, April 2016 (the "**IMF Report**")).*

While growth in the emerging market still accounts for the majority of projected world growth in 2016, prospects across countries remain uneven and generally weaker than over the past two decades. In particular, a number of large emerging markets – including Brazil and Russia – are still mired in deep recessions. Others, including several oil-exporting countries, also face a difficult macroeconomic environment with sharply weaker terms of trade and tighter external financial conditions. *(Source: IMF Report)*

The Indian Economy

India's population is approximately 1.25 billion, second only to China. India had an estimated GDP of approximately US$ 7.965 trillion in 2015, which makes it the fourth largest national economy in the world after China, the European Union and the United States of America, in purchasing power parity terms *(Source: CIA World Factbook)*. India's GDP grew at 7.2% and 7.3% in 2014 and 2015, respectively, and is projected to grow at 7.5% in FY2017. According to the IMF Report, growth will continue to be driven by private consumption, which has benefited from lower energy prices and higher real incomes. With the revival of sentiment and pickup in industrial activity, recovery of private investment is expected to further strengthen growth. *(Source: IMF Report)*

The Two-Wheeler and Three-Wheeler Industry in India

India, along with China, are the largest producers of two-wheelers in the world, each contributing approximately one third of the global volumes. Further, India is the largest producer of three-wheelers in the world and the sixth largest passenger vehicle producer in the world. *(Source: CRISIL Research)*

The Two-Wheeler Industry in India

Overview

In FY2016, the overall automobile production in India was about 24.5 million with two-wheelers, comprising of motorcycles, mopeds and scooters, accounting for more than three quarters of total production. In FY2016, CRISIL estimates India's two-wheelers industry revenue to be around ₹820 billion, with a production of about 19 million. Two-wheeler production grew at a moderate pace of 5.1% CAGR from FY2012 to FY2016 despite high growth in FY2014 and FY2015 mainly due to two years of bad monsoon in 2014 and 2015. CRISIL projects two-wheeler production to grow at a CAGR of 8-10% from the period FY2016 to FY2019. *(Source: CRISIL Research)*

As of FY2016, motorcycles continued to dominate the two-wheelers industry. Motorcycles comprised two-thirds of the total two-wheeler market in terms of production in FY2016, but this fell steadily during FY2012 to FY2016, from 77.7% to 68.1%. By contrast, the share of scooters in the total production mix increased during this period from 17.2% to 28.0%. The growth in scooters is attributed to the strong demand from new model launches, aggressive marketing strategies such as gender-biased positioning and increasing use of scooters by working women in urban areas. The share of mopeds shrank between FY2012 to FY2016 from 5.0% to 3.8% as demand declined in Tamil Nadu and Andhra Pradesh – the two states that account for most of the domestic market for mopeds – due to subdued industrial activity in Tamil Nadu and political turmoil in Andhra Pradesh over Telangana's statehood. *(Source: CRISIL Research)*.

Key Growth Drivers

Key growth drivers of the two-wheeler industry in India include growth in consumption, rise in GDP per capita, and income growth and distribution. CRISIL has identified the key drivers for rural demand of two-wheelers in India as farm income, finance penetration and rural roads. According to CRISIL, the key drivers for urban demand of two-wheelers in India are urbanization and cost of ownership. *(Source: CRISIL Research)*.

The Three-Wheeler Industry in India

India's three-wheeler industry comprises of passenger three-wheelers and cargo three-wheelers. CRISIL has identified industrial demand as a key growth driver for the three-wheeler industry. CRISIL expects consumption to pick up in FY2017 as a result of lower commodity prices, inflation (which improves real purchasing power) and softer interest rates (to stimulate demand). CRISIL believes that these factors will provide the much needed trigger for growth as capacity utilisation remains low. In addition, CRISIL expects the Pay Commission Payouts to boost consumption and support growth, as this will add to disposable incomes which will lead to increased spending. CRISIL expects industrial growth to improve as measures taken by the Government to improve ease of doing business, attract foreign direct investment and reduce bureaucratic red tape will support industrial activity.

India has emerged as the largest three-wheeler industry in terms of production, with a large domestic market and export base. In FY2016, India's three-wheeler production volume was 933,950. Over the past five years, India's three-wheeler production has grown at 3% CAGR, with steadily rising exports as well as domestic demand. CRISIL estimates overall three-wheeler production to grow at a CAGR of 7-8% during the period of FY2016 to FY2019. This domestic growth will primarily be driven by passenger three-wheeler sub-segment. Passenger three-wheeler vehicle growth will largely be a result of increasing mobility demand for last-mile connectivity, increasing urbanization and penetration of passenger three-wheelers in rural areas. The sales of the passenger sub-segment will also be influenced by the issuance of permits by the Government. The demand for compressed natural gas ("**CNG**") based three-wheelers is also expected to grow as cities with CNG infrastructure are pushing for CNG based vehicles and more cities are expected to adopt CNG technology. *(Source: CRISIL Research)*

The Two-wheelers and Three-wheelers Automotive Components Industry in India

Overview

Production of automotive components is driven by consumption from OEMs, exports and the replacement market. In FY2015, automotive component consumption in India (in terms of OEMs, exports and the replacement market) was ₹2,556 billion. OEMs accounted for nearly two-thirds of this consumption with 64.2%, followed by exports with 18.4% and the replacement market of 17.4%. OEM demand can be further segregated on the basis of vehicle segments. Among OEMs, cars and utility vehicle manufacturers remain the largest consumers. *(Source: CRISIL Research)*

Key Automotive Components for Two-Wheelers and Three-Wheelers in India

The key automotive components for OEM production demand of two-wheelers and three-wheelers in India include automotive castings, alloy wheels, braking systems, transmission and suspension. *(Source: CRISIL Research)*

Automotive Casting

The automotive castings industry includes automotive components manufactured through the process of metal casting. According to CRISIL, as of FY2016, the market size for aluminium castings used in two-wheelers and three-wheelers produced in India is approximately ₹78.5 billion. In value terms, aluminium castings account for about 18-19% of the total two-wheelers and three-wheelers automotive components market.

The aluminium castings segment is marked by the presence of three to four large players that cater to the majority of the market as well as a number of small fragmented players. Endurance Technologies Limited, Rockman Industries, Sundaram-Clayton and Rico Auto are the leading players in the aluminium castings segment that cater to the OEMs. *(Source: CRISIL Research)*

Alloy Wheels

An alloy wheel is an aluminium casting product that acts as a replacement for steel spoke wheels in two-wheelers as they are lighter in weight and help in better braking, cornering and stability. CRISIL estimates the market size for alloy wheels used in two-wheelers produced in India in FY2016 to be around ₹32 billion, accounting for roughly 7% of the two-wheelers and three-wheelers automotive components market.

The two-wheeler alloy wheel segment is marked by the presence of two to three large players which cater to the OEM market. Endurance Technologies Limited, Rockman Industries and Enkei Wheels are the leading players in the segment. *(Source: CRISIL Research)*

Braking Systems

Automotive braking systems are components that help a vehicle slow down by changing its kinetic energy to heat through friction and pressure. There are two types of braking systems: drum brakes systems and disc brakes systems. In addition to brake assemblies, automotive braking systems also comprise of several components like pedals, boosters, master cylinders, combo valves, and lines

As of FY2016, the current market size in terms of production for braking systems used in two-wheelers and three-wheelers produced in India is around ₹18 billion. This accounts for about 4-5% of the two-wheelers and three-wheelers automotive component market.

The braking system segment is marked by two to three large players, which cater to the disc brakes and drum brakes assembly markets separately. Endurance Technologies Limited, Brembo and Nissin are the leading players that cater to disc brake assembly sub-segment for OEMs. Endurance Technologies Limited, ASK Auto, and Allied Nippon cater to the drum brake assembly sub-segment for OEMs. Several leading global names like Bosch and Continental manufacture Anti-lock Braking Systems ("**ABS**") while most existing players manufacture and Combined Braking System ("**CBS**"). *(Source: CRISIL Research)*

Suspension

Suspension in two-wheelers and three-wheelers help in handling and braking. The current market size in terms of production by value for shock absorbers and front forks used in two-wheelers and three-wheelers produced in India is around ₹37 billion.

The suspension segment is marked by the presence of three to four large players, which cater to a majority of the OEM market. Munjal Showa, Gabriel India, Endurance Technologies Limited and Showa India are the leading players in this segment. *(Source: CRISIL Research)*

Transmission

Transmissions in two-wheelers and three-wheelers help transmit power developed by the engine to the driving wheels. The transmission system is generally classified into two categories – clutch assemblies and continuously variable transmissions ("**CVTs**"). The current market size in terms of production for transmission systems used in two-wheelers and three-wheelers produced in India is around ₹20.3 billion, accounting for about 4-5% of the two-wheelers and three-wheelers automotive component market

The suspension segment is marked by the presence of three to four large players, which cater to a majority of the OEM market. Munjal Showa, Gabriel India, Endurance Technologies Limited and Showa India are the leading players in this segment. *(Source: CRISIL Research)*

The Passenger Vehicle Industry in the European Union

Although passenger vehicle registrations in the European Union ("**EU**") have decreased steadily since 2008, the number of passenger vehicle registrations has grown since 2014. According to the ACEA, there were 13.7 million new passenger cars registered in the EU in 2015. Nevertheless, the current level is only now passing levels of passenger cars registered in 2010, immediately after the economic crisis. *(Sources: European Automobile Manufacturers Association (ACEA), The Automobile Industry Pocket Guide 2016-2017 (the "ACEA Report") and ACEA, Economic and Market Report: EU Automotive Industry Quarter 4 2015 (the "ACEA Q42015 Economic and Market Report")*

Top 5 New Passenger Car Registrations in the EU

	2015	**2014**	**% change 15/14**
Germany	3,206,042	3,036,773	+5.6
United Kingdom	2,633,503	2,476,435	+6.3
France	1,917,226	1,795,885	+6.8
Italy	1,574,872	1,360,578	+15.8
Spain	1,034,232	855,308	+20.9
EU (excluding Malta)	13,713,526	12,551,204	+9.3

Source: ACEA Q42015 Economic and Market Report

The European Automotive Die-Casting Industry

With new capital investments, anticipated economic stability and expected political reforms, the die-casting industry in Europe is estimated to experience a stable growth. Mordor expects the European automotive parts die-casting market revenue to reach USD 10,968 million by 2019 from the current estimates of USD 8,506 million in 2015 *(Source: Mordor Intelligence, Europe Automotive Parts Die Casting Market (2016-2021), May 2016 (the "Mordor Report"))*, growing at a CAGR of 6.6%.

The Mordor Report identifies the key growth drivers of the European Automotive Die-Casting Industry as:

1. an expanding automotive market
2. control regulations on energy efficiency and emissions; and
3. innovation in general engineering

Market Segments by Geography

Germany

With a production of over one million tonnes of non-ferrous castings in 2015, Germany is the largest market for die-casting within the European region. Germany has been an initiator of advancements in the automotive industry and its die-casting industry had a strong emphasis on the application of scientific knowledge and the implementation of the best methods. As a result, German die-casters have developed an integrated approach resulting in high-quality and low-cost components that are needed in the industrial parts and commercial industry. Upgraded research and development, a knowledgeable workforce, abundant metal supply, supportive infrastructure, competitive energy costs, middle range labour costs, sophisticated political and legal systems aiding in investment and high usage of automotive standards and the UL systems are some of the major drivers of the die-casting market in Germany. An increasing number of car parts, such as engine blocks and structural parts, which are being manufactured from aluminium using high-pressure die-casting, are also a major driver for the growth of die-casting industry in Germany. *(Source: Mordor Report)*

Italy

The Italian economy declined as a result of the 2008 crisis. However, the GDP of the country has been recovering since 2013, hitting USD 2,144.34 billion in 2014.

The automotive industry is one of the most important drivers for the Italian economy. With a labour force of over 1.2 million, the automotive industry accounts for 3,500 suppliers and service providers, of which 885 are manufacturers of vehicle parts and components. This is one of the reasons for a larger number of aluminium die-casters in the country. In 2014, Italy generated over 800 million tons of non-ferrous castings with aluminium die-casting contributing the majority of this market share. Employment of die-casting components in pipes/fittings, manufacture machinery and telecommunications are some of the major factors driving the die-casting market in Italy, as these former industries have been experiencing a considerable growth post the economic crisis. Furthermore, demand to protect cars, safeguard the environment and enhance personal safety are increasingly being achieved by national legislation and safety standards in the country. Even consumer trends and preferences are towards fuel efficient and compact vehicles. These have influenced automakers to employ lighter weight die-castings and ultimately contribute to the higher market share and a higher estimated growth for the market in Italy. *(Source: Mordor Report)*

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Information.

The Restated Financial Information referred to are presented under the section entitled "*Financial Statements*" on page 222 of this Prospectus. The summary financial information presented below should be read in conjunction with these financial statements, the notes thereto and the sections entitled "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 222 and 460 of this Prospectus, respectively.

SUMMARY STATEMENT OF RESTATED CONSOLIDATED ASSETS AND LIABILITIES

(Rs. in million)

	Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
I	**EQUITY AND LIABILITIES**						
1	Shareholders' Funds						
	(a) Share Capital	1,406.63	175.83	175.83	192.63	192.63	198.40
	(b) Reserves and Surplus	13,945.69	14,380.04	11,242.43	9,612.10	7,163.90	5,898.79
		15,352.32	**14,555.87**	**11,418.26**	**9,804.73**	**7,356.53**	**6,097.19**
2	Minority Interest	-	-	**107.12**	**114.42**	**15.31**	**12.25**
3	Non-Current Liabilities						
	(a) Long-Term Borrowings	3,961.71	4,195.91	4,148.66	3,684.79	3,466.93	4,096.86
	(b) Deferred Tax Liabilities (net)	11.85	10.96	13.97	23.29	44.37	82.53
	(c) Other Long-Term Liabilities	93.68	97.35	28.44	25.67	30.22	30.25
	(d) Long-Term Provisions	409.67	375.78	380.10	211.78	203.81	145.34
		4,476.91	**4,680.00**	**4,571.17**	**3,945.53**	**3,745.33**	**4,354.98**
4	Current Liabilities						
	(a) Short-Term Borrowings	3,359.29	1,869.07	1,656.80	1,283.22	4,377.45	3,550.66
	(b) Trade Payables						
	i) Total outstanding dues of Micro and Small Enterprises	485.27	497.73	446.08	320.06	163.92	235.47
	ii) Total outstanding dues of other than Micro and Small Enterprises	8,175.19	6,890.50	6,219.61	6,510.01	5,254.60	6,115.28
	(c) Other Current Liabilities	3,530.85	3,971.65	3,003.39	2,915.98	2,360.18	2,840.18
	(d) Short-Term Provisions	699.14	446.58	435.55	280.86	155.00	152.25
		16,249.74	**13,675.53**	**11,761.43**	**11,310.13**	**12,311.15**	**12,893.84**
	Total	**36,078.97**	**32,911.40**	**27,857.98**	**25,174.81**	**23,428.32**	**23,358.26**
II	**ASSETS**						
1	Non-Current Assets						
	(a) Fixed Assets						
	(i) Tangible Assets	16,103.66	15,771.20	13,167.69	11,243.26	10,553.15	10,707.42
	(ii) Intangible Assets	215.40	230.99	251.45	89.59	91.63	90.78
	(iii) Capital Work-in-Progress	935.70	731.62	214.58	136.32	315.32	558.65
	(iv) Intangible Assets Under Development	160.54	86.39	1.76	0.53	0.27	8.15
	(b) Goodwill on consolidation	1,446.68	1,448.43	1,107.77	1,379.24	1,167.94	1,150.04
	(c) Non-Current Investments	10.20	10.20	10.25	95.19	81.79	3.34
	(d) Deferred Tax Asset (net)	304.83	244.89	222.42	131.41	39.78	0.79
	(e) Long-Term Loans and Advances	651.64	953.45	940.90	639.79	492.09	341.16
	(f) Other Non-Current Assets	69.42	75.81	30.72	45.94	39.04	83.10
		19,898.07	**19,552.98**	**15,947.54**	**13,761.27**	**12,781.01**	**12,943.43**
2	Current Assets						
	(a) Current Investments	281.32	455.84	-	-	-	-
	(b) Inventories	4,602.80	4,067.00	3,857.78	2,651.49	2,247.21	2,228.02
	(c) Trade Receivables	8,085.59	5,931.41	5,794.89	6,750.37	6,207.38	6,110.36
	(d) Cash and bank balances	2,158.94	1,674.21	936.44	1,194.16	1,501.87	1,466.42
	(e) Short-Term Loans and Advances	948.16	1,096.71	1,117.47	657.97	529.99	462.14
	(f) Other Current Assets	104.09	133.25	203.86	159.55	160.86	147.89
		16,180.90	**13,358.42**	**11,910.44**	**11,413.54**	**10,647.31**	**10,414.83**
	Total	**36,078.97**	**32,911.40**	**27,857.98**	**25,174.81**	**23,428.32**	**23,358.26**

ENDURANCE TECHNOLOGIES LIMITED

SUMMARY STATEMENT OF RESTATED CONSOLIDATED PROFIT AND LOSS

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
INCOME :						
Revenue from Operations (Gross)	15,407.73	56,277.99	52,471.49	45,216.86	41,112.16	40,838.86
Less: Excise Duty	982.21	3,872.45	3,301.99	3,097.82	2,887.23	2,521.37
Revenue from Operations (Net)	**14,425.52**	**52,405.54**	**49,169.50**	**42,119.04**	**38,224.93**	**38,317.49**
Other Income	103.90	339.92	324.88	284.72	283.85	105.45
A. Total Revenue	**14,529.42**	**52,745.46**	**49,494.38**	**42,403.76**	**38,508.78**	**38,422.94**
EXPENDITURE :						
Cost of materials consumed	8,418.19	30,760.23	30,497.94	26,613.95	23,984.18	23,647.28
Purchases of stock-in-trade (traded goods)	24.87	78.64	63.05	42.63	10.81	21.77
Changes in inventories of finished goods, Work in progress and stock in trade	(323.64)	(305.33)	(849.48)	(273.13)	3.18	(41.82)
Employee benefits expense	1,416.89	4,784.80	4,205.66	3,340.13	2,964.33	2,731.13
Finance costs	102.23	464.44	509.99	809.59	928.85	955.05
Depreciation and amortisation expense	700.70	2,505.50	2,268.68	2,077.94	1,873.35	1,869.48
Other expenses	3,057.62	10,320.85	9,204.25	6,987.80	6,335.73	6,809.08
B. Total Expenditure	**13,396.86**	**48,609.13**	**45,900.09**	**39,598.91**	**36,100.43**	**35,991.97**
C. Restated profit before exceptional and extraordinary items, tax and minority interest (A-B)	**1,132.56**	**4,136.33**	**3,594.29**	**2,804.85**	**2,408.35**	**2,430.97**
D. Exceptional items	-	-	-	-	79.82	-
E. Restated profit before extraordinary items, tax and minority interest (C-D)	**1,132.56**	**4,136.33**	**3,594.29**	**2,804.85**	**2,328.53**	**2,430.97**
F. Extraordinary items	-	-	-	48.28	-	-
G. Restated profit before tax and minority interest (E-F)	**1,132.56**	**4,136.33**	**3,594.29**	**2,756.57**	**2,328.53**	**2,430.97**
Tax Expense						
Current Tax	392.07	1,231.33	1,128.92	820.42	710.85	550.49
(Less): MAT credit	-	-	-	-	-	(1.47)
Deferred Tax	(60.02)	(17.85)	(74.01)	(116.06)	(78.57)	52.48
H. Net Tax Expense	**332.05**	**1,213.48**	**1,054.91**	**704.36**	**632.28**	**601.50**
I. Restated Profit before minority interest (G-H)	**800.51**	**2,922.85**	**2,539.38**	**2,052.21**	**1,696.25**	**1,829.47**
J. Share of minority interest	-	10.87	15.60	7.44	3.32	6.44
K. Restated Profit for the year (I-J)	**800.51**	**2,911.98**	**2,523.78**	**2,044.77**	**1,692.93**	**1,823.03**

SUMMARY STATEMENT OF RESTATED CONSOLIDATED CASH FLOWS

(Rs. in million)

		Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
				2016	2015	2014	2013	2012
A		**Cash flow from Operating Activities**						
	i)	Restated Profit before tax and minority interest and extraordinary items	1,132.56	4,136.33	3,594.29	2,804.85	2,328.53	2,430.97
	ii)	Adjustments for:						
		Depreciation and amortisation	700.70	2,505.50	2,268.68	2,077.94	1,873.34	1,869.47
		(Profit) / loss on sale / write off of assets	(43.05)	2.46	(91.03)	(18.48)	(13.65)	(14.88)
		Finance costs	102.23	464.44	509.99	809.58	928.85	955.32
		Interest income	(1.85)	(23.46)	(11.22)	(85.01)	(43.53)	(45.49)
		Dividend income	-	(0.01)	(0.01)	-	(0.02)	(0.02)
		Net unrealised exchange (gain) / loss	(0.61)	6.46	1.31	5.87	(79.10)	115.49
		Provision for doubtful trade and other receivables	-	1.59	(21.91)	(6.82)	0.87	10.36
		Provision for Employee Benefits	93.00	269.49	291.71	66.00	95.02	77.05
		Provision / (write back) for warranty claims	1.70	9.92	15.19	6.66	6.79	4.00
		Provision for estimated loss on derivatives	-	-	-	-	-	50.95
		Exceptional Item	-	-	-	-	79.82	-
		Exchange difference arising on consolidation	3.10	255.01	(488.63)	370.11	54.27	105.35
		Settlement of foreign currency derivatives	-	-	-	-	5.07	(83.27)
		Extraordinary items	-	-	-	48.28	-	-
	iii)	**Operating profits before working capital changes**	**1,987.78**	**7,627.73**	**6,068.37**	**6,078.98**	**5,236.26**	**5,475.30**
	iv)	Adjustments for:						
		Inventories	(535.80)	(209.22)	(717.76)	(404.28)	(90.04)	(92.86)
		Trade receivables	(2,151.17)	(139.80)	2,058.84	(534.54)	(140.70)	(530.04)
		Short term loans and advances	148.55	20.76	(449.03)	(127.98)	(127.03)	(73.04)
		Long term loans and advances	(10.15)	(128.53)	2.67	(54.42)	(13.59)	(57.01)
		Other current assets	(50.45)	(67.35)	(79.60)	(8.33)	(4.65)	(58.55)
		Other non-current assets	71.75	14.82	23.51	(11.63)	13.03	15.88
		Trade payables	1,179.96	421.42	(1,657.13)	1,519.49	(879.79)	1,239.67
		Other current liabilities	107.38	321.38	(38.94)	28.34	140.18	8.53
		Other long-term liabilities	(69.03)	(0.50)	4.15	(4.55)	(0.04)	10.97
		Short term provisions	4.82	6.28	5.87	3.29	(6.73)	41.37
		Long term provisions	33.30	31.08	-	-	-	-
	v)	**Cash generated from operations**	**716.94**	**7,898.07**	**5,220.95**	**6,484.37**	**4,126.90**	**5,980.22**
		Net Income tax (paid) / refunds	(147.38)	(1,049.89)	(1,087.78)	(794.82)	(676.38)	(559.15)
		Net cash flow from / (used in) operating activities	**569.56**	**6,848.18**	**4,133.17**	**5,689.55**	**3,450.52**	**5,421.07**
B		**Cash flow from Investing Activities**						
		Capital expenditure on fixed assets, including capital advances	(1,613.83)	(5,242.93)	(3,554.45)	(2,595.18)	(2,281.93)	(2,640.95)
		Proceeds from sale of fixed assets	94.64	533.26	552.98	192.21	298.69	117.13
		Acquisition of Additional Shares in Subsidiaries/associates	-	(346.64)	(111.43)	(15.33)	-	(35.30)
		FD / Margin money deposits against borrowings	-	27.23	109.57	116.24	(97.19)	128.80
		Interest received	0.90	28.67	15.63	94.65	35.21	43.03
		Purchase of long term investments	-	0.05	0.04	-	(78.45)	-
		Purchase / (Proceeds) of current investment	174.52	(455.84)	-	-	-	-
		Proceeds from disinvestment in joint venture	-	-	-	-	160.75	-
		Investment in Joint Venture	-	-	-	-	(65.00)	-
		Proceeds on sale of additional shares in subsidiary to third party	-	-	-	89.20	-	-
		Dividend received	-	0.01	0.01	-	0.02	0.02
		Net cash flow from / (used in) investing activities	**(1,343.77)**	**(5,456.19)**	**(2,987.65)**	**(2,118.21)**	**(2,027.90)**	**(2,387.27)**

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
C Cash flow from Financing Activities						
Issue/(Buy Back) of Equity Shares	-	-	-	-	(424.05)	5.77
Redemption of Preference Shares	-	-	(16.80)	-	-	-
Proceeds from borrowings	2,638.19	8,484.34	5,722.57	3,131.13	6,731.31	3,622.14
Repayment of borrowings	(1,361.83)	(8,499.07)	(6,539.28)	(6,028.15)	(6,838.59)	(5,006.86)
Finance costs	(97.98)	(461.24)	(523.96)	(830.04)	(946.84)	(950.63)
Payment of dividend on Equity Shares	-	(296.27)	(64.37)	(42.89)	(40.22)	(21.80)
Incentive received	80.56	132.75	30.88	-	-	-
Capital subsidy received	-	3.00	3.00	-	-	-
Net cash used in financing activities	**1,258.94**	**(636.49)**	**(1,387.96)**	**(3,769.95)**	**(1,518.39)**	**(2,351.38)**
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	**484.73**	**755.50**	**(242.44)**	**(198.61)**	**(95.77)**	**682.42**
Cash and cash equivalents at the beginning of the period/year	1,655.55	900.05	1,039.90	1,238.51	1,331.87	645.57
Add: Cash and cash equivalents taken over on acquisition	-	-	102.59	-	-	-
Cash and cash equivalents at the end of the period/year	2,140.28	1,655.55	900.05	1,039.90	1,236.10	1,327.99
Cash and Cash Equivalents at the end of the period/year	**484.73**	**755.50**	**(242.44)**	**(198.61)**	**(95.77)**	**682.42**

ENDURANCE TECHNOLOGIES LIMITED

SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED ASSETS AND LIABILITIES

(Rs. in million)

	Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
I	**EQUITY AND LIABILITIES**						
1	Shareholders' Funds						
	(a) Share Capital	1,406.63	175.83	175.83	192.63	192.63	198.40
	(b) Reserves and Surplus	12,556.79	13,248.78	11,401.43	9,733.26	7,115.28	6,560.71
		13,963.42	**13,424.61**	**11,577.26**	**9,925.89**	**7,307.91**	**6,759.11**
2	Non-Current Liabilities						
	(a) Long-Term Borrowings	471.74	780.17	1,670.82	2,841.76	2,813.31	3,234.53
	(b) Deferred Tax Liabilities (net)	-	-	-	-	-	58.28
	(c) Other Long-Term Liabilities	28.32	27.94	28.44	25.68	22.50	22.54
	(d) Long-Term Provisions	257.89	226.48	247.54	170.79	167.91	108.24
		757.95	**1,034.59**	**1,946.80**	**3,038.23**	**3,003.72**	**3,423.59**
3	Current Liabilities						
	(a) Short-Term Borrowings	1,633.81	687.76	593.14	600.52	3,486.28	2,678.61
	(b) Trade Payables						
	(i) Total outstanding dues of micro enterprises and small enterprises	485.27	497.73	446.08	320.06	110.04	202.47
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	3,103.74	2,623.23	2,492.26	3,384.67	3,466.84	3,897.94
	(c) Other Current Liabilities	1,578.18	1,484.34	1,485.51	2,040.68	1,610.60	2,091.67
	(d) Short-Term Provisions	282.97	165.04	255.93	132.59	87.35	86.04
		7,083.97	**5,458.10**	**5,272.92**	**6,478.52**	**8,761.11**	**8,956.73**
	Total	**21,805.34**	**19,917.30**	**18,796.98**	**19,442.64**	**19,072.74**	**19,139.43**
II	**ASSETS**						
1	Non-Current Assets						
	(a) Fixed Assets						
	(i) Tangible Assets	9,325.97	9,165.16	8,853.81	9,446.77	8,833.25	8,741.45
	(ii) Intangible Assets	65.61	68.31	68.14	83.52	81.64	62.01
	(iii) Capital Work-in-Progress	563.23	463.90	214.53	136.30	231.16	319.80
	(iv) Intangible Assets Under Development	3.99	5.46	1.78	0.53	0.27	8.15
	(b) Non-Current Investments	3646.68	3,646.68	3,646.73	3,646.81	3,974.80	3,685.93
	(c) Deferred Tax Asset (net)	141.77	105.30	148.60	103.39	32.80	-
	(d) Long-Term Loans and Advances	346.21	260.86	357.32	201.79	307.60	461.69
	(e) Other Non-Current Assets	4.07	6.40	30.72	45.93	39.05	79.62
		14,097.53	**13,722.07**	**13,321.63**	**13,665.04**	**13,500.57**	**13,358.65**
2	Current Assets						
	(a) Current Investments	281.32	455.84	-	-	-	-
	(b) Inventories	2,450.90	1,953.08	1,981.05	1,474.50	1,233.45	1,160.16
	(c) Trade Receivables	4,486.43	3,165.07	2,899.20	3,609.58	3,400.89	3,334.43
	(d) Cash and Bank Balance	53.10	75.78	61.57	270.54	472.47	844.53
	(e) Short-Term Loans and Advances	331.97	412.49	350.25	297.14	313.50	308.97
	(f) Other Current Assets	104.09	132.97	183.28	125.84	151.86	132.69
		7,707.81	**6,195.23**	**5,475.35**	**5,777.60**	**5,572.17**	**5,780.78**
	Total	**21,805.34**	**19,917.30**	**18,796.98**	**19,442.64**	**19,072.74**	**19,139.43**

ENDURANCE TECHNOLOGIES LIMITED

SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED PROFIT AND LOSS

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
INCOME :						
Revenue from Operations (Gross)	10,647.37	40,611.54	38,401.59	34,317.09	29,799.16	30,006.88
Less: Excise Duty	982.21	3,872.45	3,301.99	3,097.81	2,612.41	2,304.89
Revenue from Operations (Net)	**9,665.16**	**36,739.09**	**35,099.60**	**31,219.28**	**27,186.75**	**27,701.99**
Other Income	40.06	219.76	300.49	231.35	190.90	153.37
A. Total Revenue	**9,705.22**	**36,958.85**	**35,400.09**	**31,450.63**	**27,377.65**	**27,855.36**
EXPENDITURE :						
Cost of materials consumed	6,337.41	23,924.96	23,099.13	20,302.32	17,755.70	17,704.07
Purchases of stock-in-trade (traded goods)	24.87	78.64	63.05	42.63	162.37	140.14
Changes in inventories of finished goods, Work in progress and stock in trade	(187.88)	(162.01)	(261.69)	(113.03)	(56.98)	132.17
Employee Benefits Expense	588.58	2,077.05	1,859.86	1,643.02	1,419.40	1,228.84
Finance Costs	66.60	325.47	410.26	724.59	841.13	865.12
Depreciation and Amortisation Expense	403.32	1,504.75	1,570.95	1,617.64	1,416.05	1,410.20
Other Expenses	1,735.14	6,397.76	6,195.71	5,307.84	4,529.94	4,965.68
B. Total Expenditure	**8,968.04**	**34,146.62**	**32,937.27**	**29,525.01**	**26,067.61**	**26,446.22**
C. Restated Profit Before Exceptional Item and Tax (A-B)	**737.18**	**2,812.23**	**2,462.82**	**1,925.62**	**1,310.04**	**1,409.14**
D. Exceptional item	**-**	**-**	**-**	**-**	**-**	**56.25**
E. Restated Profit Before Tax (C-D)	**737.18**	**2,812.23**	**2,462.82**	**1,925.62**	**1,310.04**	**1,352.89**
Tax Expense						
Current Tax	234.84	713.00	694.01	528.58	391.34	313.49
Deferred Tax	(36.47)	43.27	(45.18)	(103.27)	(91.09)	(21.08)
F. Net Tax Expense	**198.37**	**756.27**	**648.83**	**425.31**	**300.25**	**292.41**
Restated Profit for the year (E-F)	**538.81**	**2,055.96**	**1,813.99**	**1,500.31**	**1,009.79**	**1,060.48**

ENDURANCE TECHNOLOGIES LIMITED

SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED CASH FLOWS

(Rs. in million)

	Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
			2016	2015	2014	2013	2012
A	Restated Profit before exceptional item & tax	737.18	2,812.23	2,462.82	1,925.62	1,310.04	1,409.14
	Adjustments for:						
	Depreciation & amortisation	403.32	1,504.75	1,570.95	1,617.64	1,416.05	1,410.20
	Provision for employee benefits	37.02	64.13	100.66	26.89	51.42	48.47
	Provision / (written back) for warranty claims	1.69	9.91	15.17	6.68	5.22	4.60
	Finance costs incurred	66.60	325.47	410.26	724.59	841.13	865.12
	(Profit) / loss on sale of assets (net)	(3.35)	0.27	(81.67)	(19.37)	(13.62)	(17.32)
	Dividend income	-	(0.01)	(0.01)	(0.01)	(22.87)	(21.95)
	Unrealised forex fluctuation (gain)/ loss (net)	(0.60)	9.84	1.32	5.88	77.56	99.08
	Interest income	(1.84)	(23.16)	(10.38)	(68.53)	(30.31)	(49.45)
	Settlement of foreign currency derivatives	-	-	-	-	-	(83.27)
	Operating profit before working capital changes	1,240.02	4,703.43	4,469.12	4,219.39	3,634.62	3,664.62
	Adjustments for:						
	Adjustments for (increase)/decrease in operating assets:						
	Inventories	(497.83)	27.97	(506.55)	(155.09)	(73.29)	161.03
	Trade receivables	(1,318.36)	(267.57)	709.08	401.59	(62.66)	(249.29)
	Short-term loans and advances	80.51	(62.23)	(53.11)	31.57	(4.53)	40.43
	Long-term loans and advances	(3.97)	(107.93)	(5.60)	(4.70)	(6.72)	(2.44)
	Other current assets	(50.73)	(87.65)	(92.72)	60.58	(14.29)	(10.77)
	Other non-current assets	2.34	14.82	23.52	5.98	13.02	15.88
	Adjustments for increase/(decrease) in operating liabilities :						
	Trade payables	470.88	178.31	(784.53)	(108.88)	(533.10)	870.84
	Provisions	(4.60)	(71.92)	-	-	-	-
	Other current liabilities	93.50	180.18	(74.97)	(11.62)	84.73	(0.04)
	Other long-term liabilities	0.38	(0.50)	2.76	(4.54)	(0.04)	3.25
	Cash Generated from operations	12.14	4,506.91	3,687.00	4,434.28	3,037.74	4,493.51
	Net income tax (paid)	(119.64)	(635.15)	(704.41)	(541.93)	(356.26)	(298.19)
	Net cash flow from / (used in) operating activities	**(107.50)**	**3,871.76**	**2,982.59**	**3,892.35**	**2,681.48**	**4,195.32**
B	**Cash flow from Investing Activities**						
	Acquisition of fixed assets (including capital work in progress and capital advances)	(786.00)	(2,323.86)	(1,549.60)	(1,570.08)	(1,671.62)	(1,576.55)
	Proceeds on sale of fixed assets	7.34	393.78	445.10	112.14	49.96	81.86
	Investment in subsidiaries	-	-	-	(15.33)	(138.75)	(170.96)
	Proceeds from disinvestment in joint venture	-	-	-	-	160.75	-
	Proceeds from sale of shares	-	0.06	0.08	-	-	-
	Investment in joint venture	-	-	-	-	(65.00)	(152.00)
	Purchase of current/non current investment	174.52	(455.84)	-	-	(7.00)	-
	Loan to subsidiaries (given) / repaid	-	-	-	-	-	99.51
	Fixed deposits with bank not considered as cash or cash equivalents	-	27.23	109.57	46.24	(29.77)	130.62
	Dividend received	-	0.01	0.01	0.01	22.87	21.95
	Interest received	0.89	28.37	14.80	78.17	30.44	47.02
	Net cash used in investing activities	(603.25)	(2,330.25)	(980.04)	(1,348.85)	(1,648.12)	(1,518.55)

ENDURANCE TECHNOLOGIES LIMITED

SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED CASH FLOWS

(Rs. in million)

	Particulars	**For the three months ended June 30, 2016**	**For the year ended March 31,**				
			2016	**2015**	**2014**	**2013**	**2012**
C.	**Cash Flow from financing activities**						
	Issue of Shares	-	-	-	-	-	5.77
	Buyback of equity shares	-	-	-	-	(424.05)	-
	Redemption of Preference Shares	-	-	(16.80)	-	-	-
	Capital subsidy received	-	3.00	3.00	-	-	-
	Incentive received	80.56	132.75	30.88	-	-	-
	Proceeds from borrowings	1,295.56	4,793.62	4,469.71	2,948.55	5,029.25	3,215.35
	Repayment of borrowings	(618.53)	(5,819.31)	(6,092.37)	(5,359.37)	(5,180.26)	(4,481.26)
	Dividend paid including tax on dividend	-	(296.27)	(64.37)	(43.33)	(36.27)	(16.89)
	Finance cost paid	(69.52)	(323.35)	(423.71)	(741.09)	(852.90)	(863.95)
	Net cash used in financing activities	688.07	(1,509.56)	(2,093.66)	(3,195.24)	(1,464.23)	(2,140.98)
	Net increase/ (decrease) in cash & cash equivalents	**(22.68)**	**31.95**	**(91.10)**	**(651.74)**	**(430.87)**	**535.79**
	Opening cash & cash equivalents	57.13	25.18	116.28	279.11	709.98	174.19
	Cash and cash equivalents taken over on amalgamation		-	-	488.91	-	-
	Closing cash & cash equivalents	34.45	57.13	25.18	116.28	279.11	709.98
	Net increase in cash & cash equivalents	**(22.68)**	**31.95**	**(91.10)**	**(651.74)**	**(430.87)**	**535.79**

SELECTED FINANCIAL INFORMATION

You should read the selected restated consolidated financial information presented below in conjunction with our audited restated consolidated financial information as of and for the three months ended June 30, 2016 including the notes thereto and reports thereon and as of and for the fiscal years ended March 31, 2016, 2015, and 2014 including the notes thereto and reports thereon, each included in this Prospectus.

The following table presents certain financial information as of and for the periods mentioned below:

	Q1 FY2017		Fiscal Year 2016		Fiscal Year 2015		Fiscal Year 2014	
	(₹ in million, except percentage contributions)							
Total revenue and contribution to total revenue by geography								
India	9,398.97	64.7%	35,594.51	67.5%	34,024.57	68.8%	30,191.52	71.2%
Europe	4,950.86	34.1%	16,145.16	30.6%	14,709.66	29.7%	11,190.11	26.4%
Other	179.59	1.2%	1,005.79	1.9%	760.15	1.5%	1,022.13	2.4%
Total	**14,529.42**	**100.0%**	**52,745.46**	**100.0%**	**49,494.38**	**100.0%**	**42,403.76**	**100.0%**
Net revenue from operations and contribution to net revenue from operations by vehicle type								
Two-wheelers	7,752.11	53.7%	28,569.44	54.5%	26,420.38	53.7%	23,988.49	57.0%
Three-wheelers	1,096.35	7.6%	4,900.84	9.4%	4,781.37	9.7%	3,886.05	9.2%
Four-wheelers	5,361.86	37.2%	18,259.72	34.8%	17,103.31	34.8%	13,969.8	33.2%
Net revenue from operations and contribution to net revenue from operations by product type								
Raw and machined aluminium castings including alloy wheels	8,960.49	62.1%	32,901.92	62.8%	31,308.15	63.7%	26,297.78	62.4%
Suspension	3,511.26	24.3%	12,224.16	23.3%	11,209.65	22.8%	9,952.58	23.6%
Transmission components	777.20	5.4%	2,858.67	5.5%	2,559.54	5.2%	2,574.16	6.1%
Braking systems	700.06	4.9%	2,433.33	4.6%	2,339.18	4.8%	1,845.61	4.4%
Aftermarket services	474.04	3.3%	1,974.86	3.8%	1,748.55	3.6%	1,427.27	3.4%

The following table presents EBITDA for the periods mentioned below:

	Q1 FY2017	Fiscal Year 2016	Fiscal Year 2015	Fiscal Year 2014	Fiscal Year 2013	Fiscal Year 2012
EBITDA	(₹ in million)					
EBITDA[(1)]	**1,935.49**	**7,106.27**	**6,372.96**	**5,692.38**	**5,210.55**	**5,255.50**

(1) We define EBITDA as restated profit for the year plus (i) minority interest, (ii) net tax expenses, (iii) finance costs, (iv) depreciation and amortisation and (v) extraordinary / exceptional item. The table below reconciles our restated profit for the year under Indian GAAP to our definition of EBITDA:

	Q1 FY2017	Fiscal Year 2016	Fiscal Year 2015	Fiscal Year 2014	Fiscal Year 2013	Fiscal Year 2012
	(₹ in million)					
Restated profit for the year	800.51	2,911.98	2,523.78	2,044.77	1,692.93	1,823.03
Add:						
Minority interest	-	10.87	15.60	7.44	3.32	6.44
Net tax expenses	332.05	1,213.48	1,054.91	704.36	632.28	601.50
Finance costs	102.23	464.44	509.99	809.59	928.85	955.05
Depreciation and amortisation	700.70	2,505.50	2,268.68	2,077.94	1,873.35	1,869.48
Extraordinary Items/Exceptional Items	-	-	-	48.28	79.82	-
EBITDA	**1,935.49**	**7,106.27**	**6,372.96**	**5,692.38**	**5,210.55**	**5,255.50**

EBITDA is not a calculation required by or presented in accordance with Indian GAAP or U.S. GAAP. EBITDA is a supplemental measure of our operating performance and should not be considered as an alternative to restated profit for the year as an indicator of our operating performance or an alternative to operating cash flows as a measure of our liquidity. Moreover, you should be aware that EBIDTA as we define may not be comparable with similarly-titled measured reported by other companies, due to difference in the components of the calculations. We believe that EBITDA facilitates comparisons on our performance from period to period by eliminating potential differences caused by variations in capital structures (affecting finance costs), tax positions (impacting net tax expenses) and the age and booked depreciation and amortisation of assets (affecting depreciation and amortisation). We present EBITDA because we believe that it is frequently used by securities analysts, investors and other interested parties in evaluating companies, many of whom present such non-GAAP measures when reporting their results.

The following table presents certain financial ratios for the periods mentioned below:

	Q1 FY2017	Fiscal Year 2016	Fiscal Year 2015	Fiscal Year 2014	Fiscal Year 2013	Fiscal Year 2012
Financial ratios						
Average return on equity[(1)]	21.4%	22.5%	23.9%	23.9%	25.2%	-
Average return on capital employed[(2)]	20.7%	21.9%	22.8%	21.4%	20.3%	-
Debt-to-equity ratio[(3)]	0.46	0.42	0.60	0.60	1.09	1.37
EBITDA margin[(4)]	13.3%	13.5 %	12.9 %	13.4 %	13.5%	13.7%
Profit after tax margin[(5)]	5.5%	5.5%	5.1%	4.8%	4.4%	4.8%

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(1) Calculated as restated profit before minority interest divided by average shareholder's funds. We define "shareholder's funds" as the sum of (i) share capital and (ii) reserves and surplus ("**Shareholder's Funds**"), and we define "average shareholder's funds" as the sum of (i) Shareholder's Funds on the last day of the immediately preceding financial period and (ii) Shareholder's Funds on the last day of the financial period, divided by two.

(2) Calculated as earnings before interest and tax divided by average capital employed. We define "earnings before interest and tax" as EBITDA minus depreciation and amortization. We define "capital employed" as the sum of (i) Shareholder's Funds, (ii) long-term borrowings, (iii) short-term borrowings and (iv) current maturities of long-term borrowings and finance leasing obligations ("**Capital Employed**"), and we define "average capital employed" as the sum of (i) Capital Employed on the last day of the immediately preceding financial period and (ii) Capital Employed on the last day of the financial period, divided by two.

(3) Calculated as net debt divided by Shareholder's Funds. We define net debt as the sum of (i) long-term borrowings, (ii) short-term borrowings and (iii) current maturities of long-term borrowings and finance lease obligations, less (i) cash in hand and (ii) current investments. We define shareholder's funds as the sum of (i) share capital and (ii) reserves and surplus.

(4) Calculated as EBITDA divided by total revenue.

(5) Calculated as restated profit before minority interest divided by total revenue.

THE OFFER

Offer for Sale (1)(2)	Up to 24,613,024^ Equity Shares aggregating up to ₹ 11,617.35^ million
The Offer consists of:	24,613,024^ Equity Shares
QIB Portion(3)(4)(5)	12,306,511 Equity Shares
of which	
Anchor Investor Portion	Not more than 7,383,906 Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	4,922,605 Equity Shares
of which	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion))	246,131 Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	4,676,474 Equity Shares
Non-Institutional Portion(5)	Not less than 3,691,954 Equity Shares available for allocation on proportionate basis
Retail Portion(5)	Not less than 8,614,559 Equity Shares available for allocation in accordance with the ICDR Regulations
Equity Shares pre and post Offer	
Equity Shares outstanding prior to the Offer	140,662,848 Equity Shares
Equity Shares outstanding after the Offer	140,662,848 Equity Shares
Use of proceeds from the Offer	Our Company will not receive any proceeds from the Offer since the Offer is being made through an offer for sale by the Selling Shareholders

^ *Subject to finalisation of Basis of Allotment*

(1) *The Board has approved the Offer pursuant to the resolution passed at its meeting held on June 10, 2016 and our Shareholders have approved the Offer pursuant to the resolution passed at their meeting held on June 29, 2016.*

(2) *The Selling Shareholders severally and not jointly, specifically confirm that their portion of the Offered Shares by each of them by way of the Offer, are eligible in accordance with the ICDR Regulations. The offer of up to 19,295,968 Equity Shares in the Offer has been authorised by Actis pursuant to its board resolution passed on June 30, 2016 and a consent letter dated July 4, 2016.*

The offer of up to 5,317,056 Equity Shares in the Offer has been consented by the Promoter Selling Shareholder by way of a consent letter dated June 29, 2016.

Further, the IPO Committee has approved this Prospectus pursuant to its resolution dated October 10, 2016.

(3) *Our Company and the Selling Shareholders, in consultation with the Lead Managers, have allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.*

(4) *In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion.*

(5) *Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and the Selling Shareholders, in consultation with the Lead Managers and the Designated Stock Exchange.*

For further details, please see "*Offer Procedure*" on page 546 of this Prospectus.

GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the name of "Endurance Suspension Systems (India) Private Limited" under the Companies Act, 1956 and received a certificate of incorporation dated December 27, 1999. As of the date of this Prospectus, the name of our Company is Endurance Technologies Limited, which was changed pursuant to a fresh certificate of incorporation dated May 31, 2016.

For further details, please see "*History and Certain Corporate Matters*" on page 186 of this Prospectus and for details of the business of our Company, please see "*Our Business*" on page 145 of this Prospectus.

Registered Office of our Company

K-228, MIDC Industrial Area, Waluj
Aurangabad 431 136
Maharashtra, India
Telephone: +91 (240) 255 6686
Facsimile: +91 (240) 255 6685
Email: investors@endurance.co.in
CIN: U34102MH1999PLC123296
Registration Number: 123296
Website: www.endurancegroup.com

For details relating to changes to the address of our Registered Office, please see "*History and Certain Corporate Matters - Changes to the address of the Registered Office of our Company*" on page 187 of this Prospectus.

Corporate Office of our Company

E-92, MIDC Industrial Area, Waluj
Aurangabad 431 136
Maharashtra, India
Telephone: +91 (240) 256 9737
Facsimile: +91 (240) 255 1700

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra, situated at Everest, 5th Floor, 100, Marine Drive, Mumbai 400 002, Maharashtra, India.

Board of Directors

The following table sets out the details regarding our Board as on the date of filing of this Prospectus:

Name and Designation	DIN	Address
Mr. Naresh Chandra *Designation*: Chairman and Non-Executive Director	00027696	Bhagwati Bhawan, 31-B, M L Dahanukar Marg, Mumbai 400 026, Maharashtra, India.
Mr. Anurang Jain *Designation*: Managing Director	00291662	Green Leaf Manor, Gut No. 41-3B, Kanchanwadi, Opposite Walmi Paithan Road, Aurangabad 431 002, Maharashtra, India.
Mr. Asanka Haren Edirimuni Rodrigo *Designation*: Non Executive Director (Nominated by Actis)	03010463	No – 18/3, Davidson Tower Havelock Road, Havelock City Colombo 05 00500, Sri Lanka.

Name and Designation	DIN	Address
Mr. Partho Sarothy Datta *Designation*: Independent Director	00040345	19/2 Dover Road, PS - Ballygunge, Kolkata 700 019, West Bengal, India.
Mr. Soumendra Mohan Basu *Designation*: Independent Director	01125409	22D2, Cape Tower - VII, 1925, Chak Garia, Hiland Park, South 24 Parganas, 700 094, West Bengal, India.
Mr. Roberto Testore *Designation*: Independent Director	01935704	Via XX Settembre 3 10121 Torino, Italy.
Mr. Ramesh Gehaney *Designation*: Executive Director and Chief Operating Officer	02697676	172, Royal Residency, Plot no. 5, Sector 9, Dwarka, Delhi 110 075, Delhi, India.
Mr. Satrajit Ray *Designation*: Executive Director and Group Chief Financial Officer	00191467	Flat No - L 403, Laburnum Park, Magarpatta City, Hadapsar, Pune 411 013, Maharashtra, India.
Ms. Anjali Seth *Designation:* Independent Director	05234352	Flat no: B-1301, Birchwood C-H-S Ltd, Main Street, Hiranandani Gardens, Powai, Mumbai 400 076, Maharashtra, India.
Mrs. Falguni Nayar *Designation:* Independent Director	00003633	9, Rushilla CHS, 17C Carmichael Road, Malabar Hill, Cumballa Hill, Mumbai 400 026, Maharashtra, India.

For further details in relation to our Directors, please see "*Our Management*" on page 201 of this Prospectus.

Company Secretary and Vice President - Legal and Compliance Officer

Mr. Sunil Lalai

"Kumar Solitaire", 2nd Floor,
Kalyani Nagar, Nagar Road,
Pune - 411 006,
Maharashtra, India
Telephone: +91 (20) 2668 0892/ 93
Facsimile: +91 (20) 2668 0894
Email: investors@endurance.co.in

Executive Director and Group Chief Financial Officer

Mr. Satrajit Ray

"Kumar Solitaire", 2nd Floor,
Kalyani Nagar, Nagar Road,
Pune - 411 006
Maharashtra, India
Telephone: +91 (20) 2668 0892/ 93
Facsimile: +91 (20) 2668 0892
Email: investors@endurance.co.in

Bidders can contact the Company Secretary and Vice President - Legal and Compliance Officer, the Lead Managers and the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

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

All grievances may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, quoting the full details such as the name and address of the sole or First Bidder, date and number of the Bid cum Application Form, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, name and address of the relevant Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Bidders shall also enclose a copy of the Acknowledgement Slip duly received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Selling Shareholders

Actis Components and System Investments Limited	**Mr. Anurang Jain**
A company incorporated under the laws of Mauritius. Its registered office is located at Les Cascades, Edith Cavell Street, Port Louis, Mauritius. For further details on Actis, please see "*History and Certain Corporate Matters*" on page 192 of this Prospectus.	For details of Mr. Anurang Jain, including residential address please see "*Our Management*" and "*Our Promoter, Promoter Group and Group Companies*" on pages 201 and 217 of this Prospectus, respectively.

Book Running Lead Managers	
Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre P.B. Marg, Worli Mumbai 400 025 Maharashtra, India Telephone: + 91 (22) 4325 2183 Facsimile : +91 (22) 4325 3000 Email: endurance.ipo@axiscap.in Website: www.axiscapital.co.in Investor Grievance ID: complaints@axiscap.in Contact Person: Mr. Ankit Bhatia SEBI registration number: INM000012029	***Citigroup Global Markets India Private Limited*** 1202, 12th Floor, First International Financial Center, G-Block Bandra Kurla Complex Bandra East Mumbai 400 051 Maharashtra, India Telephone: +91 (22) 6175 9999 Facsimile: +91 (22) 6175 9898 Email: endurance.ipo@citi.com Website: www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Investor Grievance ID: investors.cgmib@citi.com Contact Person: Mr. Gursartaj Singh Nijjar SEBI Registration No.: INM000010718

Syndicate Members	
Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre P.B. Marg, Worli Mumbai 400 025 Maharashtra, India Telephone: + 91 (22) 4325 2183 Facsimile : +91 (22) 4325 3000 Email: endurance.ipo@axiscap.in Website: www.axiscapital.co.in Investor Grievance ID: complaints@axiscap.in Contact Person: Mr. Ankit Bhatia SEBI registration number: INM000012029	***Citigroup Global Markets India Private Limited*** 1202, 12th Floor, First International Financial Center, G-Block Bandra Kurla Complex Bandra East Mumbai 400 051 Maharashtra, India Telephone: +91 (22) 6175 9999 Facsimile: +91 (22) 6175 9898 Email: endurance.ipo@citi.com Website: www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Investor Grievance ID: investors.cgmib@citi.com Contact Person: Mr. Gursartaj Singh Nijjar SEBI Registration No.: INM000010718

Legal Counsel to our Company as to Indian law	Legal Counsel to the Promoter Selling Shareholder as to Indian law
AZB & Partners AZB House, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 Maharashtra, India Telephone: +91 (22) 6639 6880 Facsimile: +91 (22) 6639 6888	***AZB & Partners*** AZB House, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 Maharashtra, India Telephone: +91 (22) 6639 6880 Facsimile: +91 (22) 6639 6888

Legal Counsel to the Lead Managers as to Indian law	International Legal Counsel to the Lead Managers
S&R Associates 64, Okhla Industrial Estate Phase III New Delhi 110 020 India Telephone: +91 (11) 4069 8000 Facsimile: +91 (11) 4069 8001	***Clifford Chance Pte Ltd.*** 12 Marina Boulevard 25th Floor, Marina Bay Financial Centre Tower 3 Singapore 018 982 Telephone: + (65) 6410 2200 Facsimile: + (65) 6410 2288

Registrar to the Offer
Link Intime India Private Limited C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai 400 078, Maharashtra, India Telephone**:** +91 (22) 6171 5400 Facsimile: +91 (22) 2596 0329 Email: etl.ipo@linkintime.co.in Investor Grievance ID: etl.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058

Escrow Collection Bank, Refund Bank and Public Offer Account Bank
Axis Bank Limited Kalyaninagar Branch, Marigold Premises, Ground Floor, S.No.1, Kalyanianagar, Pune 411 014 Maharashtra, India Telephone: +91 (20) 4004 5985 Facsimile: +91 (20) 4004 5674 Email: kalyanianagar.branchhead@axisbank.com, shantanu.shrivastava@axisbank.com Contact Person: Mr. Shantanu Shrivastava Website: www.axisbank.com

Statutory Auditor of our Company
Deloitte Haskins & Sells LLP, Chartered Accountants ICAI Firm's Registration Number: 117366W/W-100018 706, B-wing, ICC Trade Tower Senapati Bapat Road Pune 411 016 Maharashtra, India Telephone: +91 (20) 6624 4600 Facsimile: +91 (20) 6624 4605 Email: hmjoshi@deloitte.com

Bankers to our Company	
Australia & New Zealand Banking Group Limited, India 6th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Telephone: +91 (22) 3362 0025 Facsimile: +91 (22) 3362 0007 Email: rajiv.cherian@anz.com	***Bajaj Finance Limited*** 4th Floor, Bajaj Finserv Corporate Office Off Pune Nagar Road, Viman Nagar Pune 411 014 Telephone: +91 (20) 3040 5092 Facsimile: +91 (20) 3040 5020 Email: dilip.kamble@bajajfinserv.in/ hitesh.kabra@bajajfinserv.in
Bank of India *Registered address:* Star House, C-5, "G" Block, Bandra Kurla Complex Mumbai 400 051 *Branch address:* Pune Large Corporate Branch, C.T.S. No. 1290 Plot No. 675, Near Hotel Swan Inn Off J. M. Road, Shivajinagar Pune 411 005 Telephone: +91 (20) 2553 0318 Facsimile: +91 (20) 2553 0319 Email: LCB.Pune@bankofindia.co.in	***The Bank of Tokyo and Mitsubishi UFJ, Ltd.*** Hoechst House, 15th Floor, 193, Vinay K. Shah Marg Nariman Point, Mumbai 400 021 Telephone: +91 (22) 6669 3189 Facsimile: +91 (22) 6669 3010 Email: vinay_tiwari@in.mufg.jp
Citibank N.A. First International Finance Centre (FIFC), "G" Block Bandra Kurla Complex, Bandra (E) Mumbai 400 051 Telephone: +91 (22) 6175 5268 Facsimile: +91 (22) 4006 5847 Email: nandini.basu@citi.com	***Corporation Bank*** *Registered address:* P.B. No. 88, Mangaladevi Temple Road Pandeshwar, Mangalore 575 001 *Branch address:* Corporate Banking Branch 14, Pune – Mumbai Road, Wakdewadi Pune 411 003 Telephone: +91 (20) 2551 1733 Facsimile: +91 (20) 2553 2810 Email: cb502@corpbank.co.in
ICICI Bank Limited Corporate Banking Group, 3rd Floor, A-wing, Sangrila Garden, Bund Garden, Pune 411 001 Telephone: +91 (20) 6600 3121 Facsimile: +91 (20) 6600 3109 Email: ash.k@icicibank.com	***IDBI Bank Limited*** Survey No 20292, Ratnaprabha Building, Kesharsing Pura Opp. LIC Building, Adalat Road Aurangabad 431 001 Telephone: +91 86526 46789 Facsimile: +91 (240) 234 5494 Email: swapnil.dixit@idbi.co.in
Indian Overseas Bank 'Wonderland', 7 M. G. Road Pune 411 040 Telephone: +91 (20) 2612 3783 Facsimile: +91 (20) 2613 0997 Email: iob0722@iob.in	***Kotak Mahindra Bank*** 101-102, 1st Floor, Sohrab Hall 21 Sasoon Road, Behind Pune Railway Station Pune 411 011 Telephone: +91 (20) 4130 9233 Facsimile: +91 (20) 4130 9228 Email: runa.das@kotak.com
Standard Chartered Bank 6/F Crescenzo, C 38/39 "G" Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Telephone: +91 (22) 2675 8232 Facsimile: +91 (22) 2201 9246 Email: pallavi.raje@sc.com	***The Hongkong and Shanghai Banking Corporation Limited*** Amar Avinash Corporate City, Shop No. 6-7-8 Survey No. 11, Bund Garden Road Pune 411 011 Telephone: +91 (20) 6629 7836/ +91 98810 91507 Facsimile: +91 (20) 6629 7884 Email: praveenray@hsbc.co.in

Yes Bank Limited Yes Bank Limited, 1st Floor, Galaxy Society Dhole Patil Road, Pune 411 011 Telephone: +91 (20) 3014 9000 Facsimile: +91 (20) 3014 9027 Email: suhas.kulkarni@yesbank.in	

Designated Intermediaries

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs under the BTI Regulations for the ASBA process in accordance with the ICDR Regulations is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries and updated from time to time. For details of the list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries and as updated from time to time, please refer to the above mentioned link.

Syndicate SCSB Branches

In relation to Bids submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of the ASBA Forms from the members of the Syndicate is available on the website of SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time.

Registered Brokers/ Registrar and Share Transfer Agents/ CDPs

The list of the Registered Brokers, Registrar and Share Transfer Agents, CDPs, eligible to accept ASBA Forms at the respective designated locations, including details such as postal address, telephone number and email address, are provided on the websites of BSE and NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm for Registered Brokers and http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and https://www.nse-india.com/products/content/equities/ipos/asba_procedures.htm for Registrar and Share Transfer Agents and CDPs, as updated from time to time.

For further details, please see "*Offer Procedure*" on page 546 of this Prospectus.

Inter-se allocation of responsibilities:

The responsibilities and co-ordination by the Lead Managers for various activities in the Offer are as follows:

Sr. No	Activities	Responsibility	Coordination
1.	Due diligence of our Company's operations/ management/ business plans/ legal. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. The Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing of the same and drafting and approval of all statutory advertisements.	Axis, Citi	Axis
2.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments.	Axis, Citi	Axis
3.	Appointment of Banker(s) to the Offer, Printer and monitoring agency.	Axis, Citi	Axis
4.	Appointment of Advertising Agency including co-ordination for agreements to appoint the Ad Agency and filing of media compliance report to SEBI.	Axis, Citi	Citi
5.	Appointment of Registrar including co-ordination for agreements to appoint the Registrar.	Axis, Citi	Axis
6.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (1) above including corporate advertisement, brochure.	Axis, Citi	Citi

Sr. No	Activities	Responsibility	Coordination
7.	International institutional marketing including coordinating for research briefing, allocation of investors for meetings and finalize roadshow schedules, preparation and finalisation of the road-show presentation and FAQs.	Axis, Citi	Citi
8.	Domestic institutional marketing including banks/ mutual funds and allocation of investors for meetings and finalising road show schedules.	Axis, Citi	Axis
9.	Non-institutional marketing of the Offer and retail marketing of the Offer, which will cover, inter alia: • Formulating marketing strategies; • Preparation of publicity budget, finalising media and PR strategy; • Finalising centres for holding conferences for brokers; • Finalising collection centres; and • Follow-up on distribution of publicity and Offer material including form, prospectus and deciding on the quantum of the Offer material.	Axis, Citi	Axis
10.	Coordination with Stock Exchanges for book building process, filing of letters including for software, bidding terminals, mock trading and anchor investor intimation, and payment of 1% security deposit to Designated Stock Exchange.	Axis, Citi	Axis
11.	Pricing and managing the book.	Axis, Citi	Axis
12.	Post bidding activities including management of Escrow Accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post-offer activities, which shall involve essential follow-up steps including allocation to anchor Investors, follow-up with bankers to the offer and SCSBs to get quick estimates of collection and advising the issuer about the closure of the issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the issue, bankers to the issue, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable STT on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. Co-ordination with SEBI and Stock Exchanges for Refund of 1% security deposit and submission of all post Offer reports including the initial and final Post Offer report to SEBI.	Axis, Citi	Axis

Monitoring Agency

The Offer being an offer for sale, our Company will not receive any proceeds from the Offer and is not required to appoint a monitoring agency for the Offer.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated September 19, 2016 from its Statutory Auditor, namely, Deloitte Haskins & Sells LLP, Chartered Accountants, to include its name as required under the Companies Act, 2013 in this Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the reports of the Statutory Auditor on the Restated Unconsolidated Financial Information, on the Restated Consolidated Financial Information, both dated August 26, 2016, reports of the Statutory Auditor on the Ind AS Financial Statements dated August 26, 2016 and the Statement of Tax Benefits, dated September 19, 2016 included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. The term "expert" and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Our Company has received a written consent dated June 30, 2016 from CRISIL, to include its name as required under the Companies Act, 2013 in this Prospectus and as an "Expert" as defined under Section 2(38) and Section 26 of the Companies Act, 2013 in respect of the industry report titled '*Market assessment of auto* *component in 2W and 3W*' dated June 29, 2016 and its contents or any extracts thereof being included and/or reproduced in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Project Appraisal

As the Offer is an Offer for Sale, no appraising agency has been appointed.

Credit Rating

As this is an offer of equity shares, credit rating is not required.

IPO Grading

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

Trustees

As this is an offer of equity shares, the appointment of trustees is not required.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band. The Offer Price has been determined by our Company and the Selling Shareholders, in consultation with the Lead Managers, after the Offer Closing Date.

All Bidders, except for Anchor Investors, are mandatorily required to use the ASBA process.

In accordance with the ICDR Regulations, QIBs Bidding in the QIB Portion (other than Anchor Investor Portion) and Non-Institutional Investors bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage and Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Investors can revise their Bids during the Offer Period and withdraw their Bids until the Offer Closing Date. Further, allocation to QIBs in the QIB Portion (other than Anchor Investor Portion) will be on a proportionate basis and allocation to the Anchor Investors will be on a discretionary basis.

For further details, please see "*Offer Procedure*" on page 546 of this Prospectus.

Our Company and the Selling Shareholders will comply with the ICDR Regulations and any other ancillary directions issued by the SEBI for the Offer. Our Company and the Selling Shareholders have appointed the Lead Managers to manage the Offer and procure Bids for the Offer.

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

Further, for details on illustration of the Book Building Process, please see "*Offer Procedure*" on page 546 of this Prospectus.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approval from the Stock Exchanges, which our Company shall apply for after Allotment.

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

For further details, please see "*Offer Structure*" and "*Offer Procedure*" on pages 543 and 546 of this Prospectus, respectively.

Offer Programme

For details on the Offer Programme, please see "*Terms of the Offer*" on page 537 of this Prospectus.

Underwriting Agreement

After the determination of the Offer Price and allocation of the Equity Shares, but prior to filing of the Prospectus with the RoC, our Company and the Selling Shareholders have entered into the Underwriting Agreement with the Underwriters for the Equity Shares offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated October 10, 2016. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Details of the Underwriters	Indicated number of Equity Shares to be underwritten	Amount underwritten (in ₹ million)
Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre P.B. Marg, Worli Mumbai 400 025 Maharashtra, India Telephone: + 91 (22) 4325 2183 Facsimile : +91 (22) 4325 3000 Email: endurance.ipo@axiscap.in	12,306,512	5,808.67
Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Center, G-Block Bandra Kurla Complex Bandra East Mumbai 400 051 Maharashtra, India Telephone: +91 (22) 6175 9999 Facsimile: +91 (22) 6175 9898 Email: endurance.ipo@citi.com	12,306,512	5,808.67
Total	**24,613,024**	**11,617.35**

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalisation of the 'Basis of Allotment'.

In the opinion of our Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under the SEBI Act or registered as brokers with the Stock Exchanges. Our IPO Committee, at its meeting held on October 10, 2016 has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above.

Notwithstanding the above, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchases for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

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

(In ₹, except share data)

		Aggregate nominal value	Aggregate value at Offer Price
A)	**AUTHORISED SHARE CAPITAL[(a)]**		
	165,000,000 Equity Shares	1,650,000,000	
B)	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL BEFORE THE OFFER**		
	140,662,848 Equity Shares	1,406,628,480	
C)	**PRESENT OFFER IN TERMS OF THE RED HERRING PROSPECTUS[(b)^]**		
	Offer for Sale of up to 24,613,024 Equity Shares[(c)]	246,130,240	11,617,347,328
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	140,662,848 Equity Shares	1,406,628,480	
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		160,404,612
	After the Offer		160,404,612

^ *Subject to finalisation of Basis of Allotment.*

(a) Details of changes to our Company's authorised share capital since incorporation:

S No.	Date of AGM/ EGM resolution	Change in authorised share capital
1.	November 23, 2007	The initial authorised share capital of ₹ 30,000,000 comprising 3,000,000 Equity Shares of ₹ 10 each was increased to ₹ 200,000,000 comprising 20,000,000 Equity Shares of ₹ 10 each.
2.	November 5, 2009	The authorised share capital of ₹ 200,000,000 divided into 20,000,000 Equity Shares of ₹ 10 each was increased and reclassified to ₹ 700,000,000 divided into: (a) 20,000,000 Equity Shares of ₹ 10 each; and (b) 50,000,000 compulsorily convertible preference shares of ₹ 10 each.
3.	December 1, 2009*	The authorised share capital of ₹ 700,000,000 comprising 20,000,000 Equity Shares of ₹ 10 each and 50,000,000 compulsorily convertible preference shares of ₹ 10 each was increased to ₹ 725,000,000 comprising: (a) 22,500,000 Equity Shares of ₹ 10 each; and (b) 50,000,000 compulsorily convertible preference shares of ₹ 10 each.
4.	March 26, 2010	The authorised share capital of ₹ 725,000,000 comprising 22,500,000 Equity Shares of ₹ 10 each and 50,000,000 compulsorily convertible preference shares of ₹ 10 each was reclassified to ₹ 725,000,000 comprising: (a) 22,500,000 Equity Shares of ₹ 10 each; (b) 48,000,000 compulsorily convertible preference shares of ₹ 10 each; and (c) 2,000,000 redeemable preference shares of ₹ 10 each.
5.	September 27, 2010	The authorised share capital of ₹ 725,000,000 comprising 22,500,000 Equity Shares of ₹ 10 each, 48,000,000 compulsorily convertible preference shares of ₹ 10 each and 2,000,000 redeemable preference shares of ₹ 10 each, was changed to ₹ 725,000,000 pursuant to: (a) sub-division from 22,500,000 Equity Shares of ₹ 10 each, into 56,250,000 equity shares of ₹ 4 each; and (b) reclassification from 48,000,000 compulsorily convertible preference shares of ₹ 10 each, into 120,000,000 equity shares of ₹ 4 each; such that the authorised share capital of our Company pursuant to such change was ₹ 725,000,000 comprising 176,250,000 equity shares of ₹ 4 each and 2,000,000 redeemable preference shares of ₹ 10 each.
6.	February 10, 2014**	The authorised share capital of ₹ 725,000,000 comprising 176,250,000 equity shares of ₹ 4 each and 2,000,000 redeemable preference shares of ₹ 10 each was

S No.	Date of AGM/ EGM resolution	Change in authorised share capital
		increased to ₹ 885,000,000 comprising 216,250,000 equity shares of ₹ 4 each and 2,000,000 redeemable preference shares of ₹ 10 each.
7.	May 18, 2016	The authorised share capital of ₹ 885,000,000 comprising 216,250,000 equity shares of ₹ 4 each and 2,000,000 redeemable preference shares of ₹ 10 each was consolidated and divided, reclassified and increased to ₹ 1,650,000,000 comprising 165,000,000 Equity Shares of ₹ 10 each.

* *The authorised share capital of our Company stood enhanced by ₹ 25,000,000 pursuant to the merger of ESIPL with our Company for which the appointed date was April 1, 2008 and the effective date was December 1, 2009.*

***The authorised share capital of our Company stood enhanced by ₹ 160,000,000 pursuant to the merger of HTTSPL with our Company for which the appointed date was April 1, 2013 and the effective date was February 10, 2014.*

(b) Our Board has by way of a resolution dated June 10, 2016, approved the Offer of up to 24,613,024 Equity Shares by the Selling Shareholders of which up to 5,317,056 Equity Shares are being offered by the Promoter Selling Shareholder and up to 19,295,968 Equity Shares are being offered by Actis. Our Shareholders have by way of a resolution dated June 29, 2016 approved the Offer.

(c) The board of directors of Actis has authorised the offer, sale and transfer of up to 19,295,968 Equity Shares by way of the Offer by way of a board resolution dated June 30, 2016 and the consent letter dated July 4, 2016.

The Promoter Selling Shareholder has consented to the inclusion of up to 5,317,056 Equity Shares in the Offer pursuant to the consent letter dated June 29, 2016.

The Selling Shareholders have, severally and not jointly, specifically confirmed that the Equity Shares proposed to be offered and sold by each of them in the Offer are eligible for being offered for sale in the Offer in terms of Regulation 26(6) of the ICDR Regulations.

^Subject to finalisation of Basis of Allotment

Notes to Capital Structure

1. Share capital history

(a) History of equity share capital of our Company

The following table sets forth the history of the equity share capital of our Company:

Date of allotment/transaction	Number of equity shares	Face value (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons for allotment	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
December 27, 1999	4,500	10	10.00	Cash	Subscription to Memorandum dated December 20, 1999(1)	4,500	45,000
February 12, 2000	170,000	10	10.00	Cash	Allotment(2)	174,500	1,745,000
June 26, 2000	1,100,000	10	10.00	Cash	Allotment(3)	1,274,500	12,745,000
November 20, 2005	(63,725)	10	280.00+	Cash	Buy-back(4)	1,210,775	12,107,750
August 12, 2006	288,027	10	-	Other than cash	Allotment pursuant to the AECPL Scheme of Amalgamation(5)	1,498,802	14,988,020
August 12, 2006	18,284	10	8,215.13	Cash	Preferential allotment(6)	1,517,086	15,170,860
August 17, 2006	182,590	10	8,215.13	Cash	Preferential allotment(7)	1,699,676	16,996,760
November 23, 2007	15,297,084	10	-	Other than	Bonus issue in the ratio of 9:1	16,996,760	169,967,600

Date of allotment/transaction	Number of equity shares	Face value (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons for allotment	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
				cash	on account of capitalisation of securities premium account(8)		
September 27, 2010	586,096	10	682.48	Other than cash	Conversion of compulsorily convertible preference shares into Equity Shares(9)	17,582,856	175,828,560
On September 27, 2010, the face value of equity shares of our Company was split from ₹ 10 each into ₹ 4 each and consequently, the issued equity share capital was reclassified from ₹ 175,828,560 divided into 17,582,856 Equity Shares of face value ₹ 10 each to ₹ 175,828,560 divided into 43,957,140 equity shares of face value ₹ 4 each.							
November 21, 2011	610,604	4	4.00	Cash	Preferential allotment(10)	44,567,744	178,270,976
December 22, 2011	833,039	4	4.00	Cash	Preferential allotment(11)	45,400,783	181,603,132
May 29, 2012	(833,039)	4	457.42+	Cash	Buy-back(12)	44,567,744	178,270,976
August 14, 2012	(610,604)	4	70.42+	Cash	Buy-back(13)	43,957,140	175,828,560
On May 18, 2016, the face value of equity shares of our Company was consolidated from ₹ 4 each into ₹ 10 each and consequently, the issued equity share capital was reclassified from ₹ 175,828,560 divided into 43,957,140 equity shares of face value ₹ 4 each to ₹ 175,828,560 divided into 17,582,856 Equity Shares of face value ₹ 10 each.							
May 29, 2016	123,079,992	10	-	Other than cash	Bonus issue in the ratio of 7:1 on account of capitalisation of capital redemption reserve and the securities premium account(14)	140,662,848	1,406,628,480

+*Buy-back price*

(1) *Allotment of 4,500 Equity Shares to Mr. Anurang Jain, Mr. Naresh Chandra and Mr. Tarang Jain.*

(2) *Allotment of 170,000 Equity Shares to ESIPL.*

(3) *Allotment of 1,100,000 Equity Shares to ESIPL.*

(4) *Buy-back of 63,725 Equity Shares from ESIPL from the free reserves of our Company.*

(5) *Allotment of 288,027 Equity Shares to the Shareholders of our Company pursuant to the AECPL Scheme of Amalgamation. For further details, please see "History and Certain Corporate Matters – Details regarding acquisition of business/undertakings, mergers, amalgamation and revaluation of assets – Scheme of amalgamation between AECPL and our Company" on page 191 of this Prospectus.*

(6) *Preferential allotment of 18,284 Equity Shares to Mr. Naresh Chandra, Mrs. Suman Jain, Mr. Anurang Jain, Mr. Anurang Jain and Mrs. Varsha Jain (held jointly), Mr. Naresh Chandra and Mrs. Suman Jain (held jointly) and Anurang Jain H.U.F.*

(7) *Allotment of 182,590 Equity Shares to SCPEML.*

(8) *Issue of bonus shares to the Shareholders of our Company.*

(9) *Allotment of 586,096 Equity Shares to SCPEML.*

(10) *Preferential allotment of 610,604 equity shares of face value ₹4 each to SCPEML.*

(11) *Preferential allotment of 833,039 equity shares of face value ₹4 each to SCPEML.*

(12) *Buy-back of 833,039 equity shares of face value ₹4 each from SCPEML from the securities premium account of our Company. For further details, please see "History and Certain Corporate Matters – Material agreements – Shareholders' agreement" on page 192 of this Prospectus.*

(13) *Buy-back of 610,604 equity shares of face value ₹4 each from Actis from the securities premium account of our Company. For further details, please see "History and Certain Corporate Matters – Material agreements – Shareholders' agreement" on page 192 of this Prospectus.*

(14) *Issue of bonus shares to the Shareholders of our Company. These shares have been issued on account of capitalisation of capital redemption reserve and the securities premium account and not by utilisation of revaluation reserves or unrealized profits of our Company or from equity shares which are ineligible for computation of minimum promoters' contribution in accordance with the ICDR Regulations.*

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

(b) Equity Shares issued for consideration other than cash

Date of allotment/transaction	Number of equity shares	Face value (₹)	Issue price per equity share (₹)	Reasons for allotment	Allottees	Benefit accrued to our Company
August 12, 2006	288,027	10.00	-	Allotment pursuant to the AECPL Scheme of Amalgamation(1)	To the Shareholders of our Company	Amalgamation of AECPL into our Company.
November 23, 2007	15,297,084	10.00	-	Bonus issue in the ratio 9:1 on account of capitalisation of securities premium account(2)	To the Shareholders of our Company	-
September 27, 2010	586,096	10.00	682.48	Conversion of compulsorily convertible preference shares by way of conversion into Equity Shares(3)	SCPEML	-
May 29, 2016	123,079,992	10.00	-	Bonus issue in the ratio of 7:1 on account of capitalisation of capital redemption reserve and the securities premium account(4)	To the Shareholders of our Company	-

(1) Pursuant to the AECPL Scheme of Amalgamation, each of the shareholders of AECPL were issued 9 Equity Shares of face value of ₹ 10 each of our Company for every 10 equity shares of AECPL held by them. For further details, please see "History and Certain Corporate Matters – Details regarding acquisition of business/undertakings, mergers, amalgamation and revaluation of assets" on page 191 of this Prospectus.

(2) Pursuant to the approval of the Shareholders granted at its extraordinary general meeting held on November 23, 2007, 15,297,084 Equity Shares were allotted by way of a bonus issue to the existing Shareholders of our Company in the proportion of nine Equity Shares for every one fully paid-up Equity Share held on November 23, 2007. These Equity Shares were issued by capitalisation of the securities premium account of our Company as on November 23, 2007.

(3) In terms of the Share Subscription and Shareholders Agreement dated July 25, 2006, as amended on October 30, 2009, and pursuant to the resolution of the shareholders dated September 27, 2010, 40,000,000 compulsorily convertible preference shares were converted into 586,096 Equity Shares of ₹10 each at a premium of ₹672.48 per Equity Share.

(4) Pursuant to the approval of the Shareholders granted at its extraordinary general meeting held on May 18, 2016, 123,079,992 Equity Shares were allotted by way of a bonus issue to the existing Shareholders of our Company in the proportion of seven Equity Shares for every one fully paid-up Equity Share held on May 25, 2016. These Equity Shares were issued by capitalisation of the capital redemption reserve and the securities premium account of our Company and allotted on May 29, 2016.

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

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

Details of the build up of the equity shareholding of our Promoter in our Company are as follows:

Name of the Promoter	Date of allotment/ transfer and when the equity shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Sale Price per equity share (₹)	% of pre-Offer capital	% of post-Offer capital^	Nature of consideration	Nature of Transaction	Source of funds
Mr. Anurang Jain	December 27, 1999	1,500	10.00	10.00	Negligible	Negligible	Cash	Subscription to Memorandum dated December 20, 1999	Remuneration, dividend and other Income
	June 26, 2000	(1,499)	10.00	10.00	(Negligible)	(Negligible)	Cash	Sale of Equity Shares to ESIPL	N.A.
	June 26, 2000	(1)	10.00	10.00	(Negligible)	(Negligible)	Cash	Sale of Equity Share to ESIPL (jointly held with Mr. Anurang Jain)	N.A.
	June 26, 2000	1	10.00	10.00	Negligible	Negligible	Cash	Purchase of Equity Share by ESIPL (jointly held with Mr. Anurang Jain)	Remuneration, dividend and other Income
	October 30, 2001	302,500	10.00	10.00	0.22	0.22	Cash	Purchase of Equity Shares from ESIPL	Remuneration, dividend and other Income
	October 30, 2001	(1)	10.00	10.00	(Negligible)	(Negligible)	Cash	Sale of Equity Share from ESIPL (jointly held with Mr. Anurang Jain)	N.A.
	March 09, 2002	302,500	10.00	N.A.	0.22	0.22	Gift	Transfer of Equity Shares from Mr. Tarang Jain. For further details, please see "*Our Promoter, Promoter Group and Group Companies – Memorandum of Agreement*" on page 220 of this Prospectus.	N.A.
	August 12, 2006	141,264	10.00	-	0.10	0.10	Other than Cash	Equity Shares issued pursuant to the AECPL Scheme of Amalgamation	N.A.
	August 12, 2006	8,733	10.00	8,215.13	Negligible	Negligible	Cash	Preferential Allotment	Remuneration, dividend and other Income
	November 23, 2007	6,794,973	10.00	-	4.83	4.83	Other than cash	Bonus issue	N.A.

Name of the Promoter	Date of allotment/ transfer and when the equity shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Sale Price per equity share (₹)	% of pre-Offer capital	% of post-Offer capital^	Nature of consideration	Nature of Transaction	Source of funds
	September 1, 2010	3,015,000	10.00	N.A.	2.14	2.14	Gift	Transfer of 1,515,000 Equity Shares from Mr. Naresh Chandra and 1,500,000 Equity Shares from Mrs. Suman Jain	N.A.
	September 9, 2010	(10)	10.00	N.A.	(Negligible)	(Negligible)	Gift	Transfer of Equity Shares to Mrs. Varsha Jain	N.A.
	On September 27, 2010, the face value of equity shares of our Company was split from ₹ 10 each to ₹ 4 each and consequently, 10,564,960 Equity Shares of ₹ 10 each held by Mr. Anurang Jain were split into 26,412,400 equity shares of ₹ 4 each.								
	May 17, 2016	(25)	4.00	N.A.	(Negligible)	(Negligible)	Gift	Transfer of equity shares of face value ₹ 4 each to Mr. Rohan Jain	N.A.
	On May 18, 2016, the face value of equity shares of our Company was consolidated from ₹ 4 each to ₹ 10 each and consequently, 26,412,375 equity shares of ₹ 4 each held by Mr. Anurang Jain were consolidated into 10,564,950 Equity Shares of ₹ 10 each.								
	May 29, 2016	73,954,650	10.00	-	52.58	52.58	Other than cash	Bonus issue	N.A.
	June 30, 2016	(25,253,280)	10.00	N.A.	(17.95)	(17.95)	Gift	Transfer of shares to the Anurang Rohan Trust	N.A.
Sub-total (A)		59,266,320			42.13	42.13			
Mr. Anurang Jain and Mrs. Varsha Jain (held jointly)	September 2, 2004	5,860	10.00	10.00	Negligible	Negligible	Gift	Transfer of Equity Shares from Mr. Naresh Chandra	N.A.
	September 2, 2004	6,640	10.00	10.00	Negligible	Negligible	Gift	Transfer of Equity Shares from Mrs. Suman Jain	N.A.
	August 12, 2006	5,670	10.00	-	Negligible	Negligible	Other than Cash	Equity Shares issued pursuant to the AECPL Scheme of Amalgamation	N.A.
	August 12, 2006	587	10.00	8,215.13	Negligible	Negligible	Cash	Preferential Allotment	Remuneration, dividend and other Income
	November 23, 2007	168,813	10.00	-	0.12	0.12	Other than cash	Bonus issue	N.A.
	On September 27, 2010, the face value of equity shares of our Company was split from ₹ 10 each to ₹ 4 each and consequently, 187,570 Equity Shares of ₹ 10 each jointly held by Mr. Anurang Jain and Mrs. Varsha Jain were split into 468,925 equity shares of ₹ 4 each.								

Name of the Promoter	Date of allotment/ transfer and when the equity shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Sale Price per equity share (₹)	% of pre-Offer capital	% of post-Offer capital^	Nature of consideration	Nature of Transaction	Source of funds
	On May 18, 2016, the face value of equity shares of our Company was consolidated from ₹ 4 each to ₹ 10 each and consequently, 468,925 equity shares of ₹ 4 each jointly held by Mr. Anurang Jain and Mrs. Varsha Jain were consolidated into 187,570 Equity Shares of ₹ 10 each.								
	May 29, 2016	1,312,990	10.00	-	0.93	0.93	Other than cash	Bonus issue	N.A.
	June 21, 2016	700,320	10.00	N.A.	0.50	0.50	Gift	Transfer of shares from Mr. Naresh Chandra	N.A.
	June 21, 2016	147,040	10.00	N.A.	0.10	0.10	Gift	Transfer of shares from Mr. Naresh Chandra and Mrs. Suman Jain*	N.A.
	June 21, 2016	698,800	10.00	N.A.	0.50	0.50	Gift	Transfer of shares from Mrs. Suman Jain	N.A.
	June 30, 2016	(3,046,720)	10.00	N.A.	(2.17)	(2.17)	Gift	Transfer of shares to Anurang Rohan Trust	N.A.
Sub-total (B)		0			0	0			
Total (A+B)		59,266,320			42.13	42.13			

**Held jointly*

^ Subject to finalization of Basis of Allotment

None of the Equity Shares held by our Promoter are pledged.

(b) Shareholding of our Promoter and Promoter Group

Details of the Equity Shares held by our Promoter and members of the Promoter Group are as follows:

S No.	Name of shareholder	Pre-Offer		Post-Offer	
		Number of Equity Shares	Percentage (%)	Number of Equity Shares	Percentage (%)
(A)	**Promoter**				
1.	Mr. Anurang Jain	59,266,320	42.13	53,949,264^	38.35^
(B)	**Promoter Group**				
1.	Mr. Anurang Jain*	28,300,000	20.12	28,300,000	20.12
2.	Mr. Naresh Chandra##	16,910,000	12.02	16,910,000	12.02
3.	Mrs. Varsha Jain	80	Negligible	80	Negligible
4.	Mrs. Suman Jain#	16,890,000	12.01	16,890,000	12.01
5.	Anurang Jain H.U.F	400	Negligible	400	Negligible
6.	Mr. Rohan Jain	80	Negligible	80	Negligible
Total (A+B)		121,366,880	86.28	116,049,824	82.50

^ Subject to finalization of Basis of Allotment

** Held by Mr. Anurang Jain in his capacity as the family trustee of Anurang Rohan Trust ("**Anurang Rohan Trust**"). The Anurang Rohan Trust is a private family trust, settled by Mr. Anurang Jain, pursuant to a deed of settlement dated June 11, 2016 as amended by a deed of amendment dated June 23, 2016 (the "**Anurang Rohan Trust Deed**"). The trustees of the*

Anurang Rohan Trust are Mr. Anurang Jain and Mrs. Varsha Jain, as the family trustees, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rohan Trust Deed, Mr. Anurang Jain shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares. The ultimate beneficiaries of the Anurang Rohan Trust as set out in the Anurang Rohan Trust Deed are, (i) Mrs. Varsha Jain (primary beneficiary), (ii) Mr. Rohan Jain (secondary beneficiary), (iii) Mr. Rohan Jain's male lineal descendants and, at the discretion of the family trustee, his female lineal descendants (tertiary beneficiaries).

*## Held by Mr. Naresh Chandra in his capacity as the family trustee of Anurang Rhea Trust ("**Anurang Rhea Trust**"). The Anurang Rhea Trust is a private family trust settled by Mrs. Suman Jain, pursuant to a deed of settlement dated June 15, 2016 (the "**Anurang Rhea Trust Deed**"). The trustees of the Anurang Rhea Trust are Mr. Naresh Chandra, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rhea Trust Deed, Mr. Naresh Chandra shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares. The ultimate beneficiaries of the Anurang Rhea Trust as set out in the Anurang Rhea Trust Deed are, (i) Mr. Naresh Chandra (primary beneficiary), (ii) Mr. Anurang Jain (secondary beneficiary), (iii) Mrs. Varsha Jain (tertiary beneficiary), (iv) Ms. Rhea Jain (quaternary beneficiary), and (v) Ms. Rhea Jain's lineal descendants (quinary beneficiary).*

*# Held by Mrs. Suman Jain in her capacity as the family trustee of NC Trust ("**NC Trust**"). The NC Trust is a private family trust settled by Mr. Naresh Chandra, pursuant to a deed of settlement dated June 15, 2016 (the "**NC Trust Deed**"). The trustees of the NC Trust are Mrs. Suman Jain, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the NC Trust Deed, Mrs. Suman Jain shall, as long as she is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares. The ultimate beneficiaries of the NC Trust as set out in the NC Trust Deed are, (i) Mrs. Suman Jain (primary beneficiary), (ii) Mr. Anurang Jain (secondary beneficiary) and (iii) Anurang Rohan Trust, Mrs. Varsha Jain, Mr. Rohan Jain, Mr. Rohan Jain's male lineal descendants, or Mr. Rohan Jain's female lineal descendants, in that order (collectively, tertiary beneficiaries).*

(c) The details of the shareholding of the Selling Shareholders are as follows:

S No.	Name of shareholder	Pre-Offer		Post-Offer^	
		Number of Equity Shares	Percentage (%)	Number of Equity Shares	Percentage (%)
1.	Mr. Anurang Jain	59,266,320*~	42.13	53,949,264	38.35
2.	Actis	19,295,968	13.72	0	0

* *Anurang Jain HUF, of which Mr. Anurang Jain is the karta, additionally holds 400 Equity Shares.*
~*Mr. Anurang Jain additionally holds 28,300,000 Equity Shares, in his capacity as family trustee of the Anurang Rohan Trust*
^ *Subject to finalization of Basis Of Allotment*

(d) Details of Promoter's contribution locked-in for three years

Pursuant to Regulation 36(a) of the ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer capital of our Company held by our Promoter, shall be considered as the minimum promoter's contribution and locked-in for a period of three years from the date of Allotment ("**Promoter's Contribution**") and our Promoter's shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment, except for the Equity Shares transferred by our Promoter in the Offer.

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

Our Promoter, Mr. Anurang Jain has consented to the inclusion of such number of Equity Shares held by him, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution and has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of filing of the Draft Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under ICDR Regulations. Details of the Promoter's Contribution are as provided below:

Name of the Promoter	Number of Equity Shares locked-in	Date of allotment / transfer	Face value (₹)	Issue / Acquisition price per Equity Shares (₹)	Nature of transaction	Source of funds	% of the fully diluted pre-Offer Capital
Mr. Anurang Jain	28,132,600	May 29, 2016	10	-	Bonus issue	N.A.	20.00
Total	28,132,600						20.00

The Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as promoters, as required under the ICDR Regulations.

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

(i) Equity Shares acquired by the Promoter during the preceding three years (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) arising from bonus shares out of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares which are otherwise ineligible for computation of Promoter's Contribution;

(ii) Equity Shares acquired by the Promoter during the preceding one year from the date of this Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Equity Shares held by the Promoter that are subject to any pledge; and

(iv) Further, our Company has not been formed by the conversion of a partnership firm into a company and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm. Further, all the Equity Shares held by the Promoter and the members of the Promoter Group are held in dematerialised form.

3. Details of Equity Share Capital locked-in for one year

Except for (a) the Promoter's Contribution which shall be locked-in as above; and (b) the Equity Shares which will be transferred as part of the Offer, the entire pre-Offer capital of our Company shall be locked in for a period of one year from the date of Allotment.

4. Other requirements in respect of lock-in

In terms of Regulation 39 of the ICDR Regulations, Equity Shares held by the Promoter and subjected to lock-in for a period of one year, may be pledged with a scheduled commercial bank or public financial institution as collateral for loan granted by such bank or institution if the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Further, in terms of Regulation 40 of the ICDR Regulations, Equity Shares held by the Promoter may be transferred to and among members of the Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of the transferee for the remaining period and compliance with provisions of the Takeover Regulations. The Equity Shares held by persons other than the Promoter prior to the Offer, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in in the hands of the transferee and compliance with the provisions of the Takeover Regulations.

5. Lock-in of Equity Shares allotted to Anchor Investors

Further, Equity Shares, Allotted to Anchor Investors, in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

6. Details of the build-up of equity share capital held by the Selling Shareholders in our Company

As on the date of this Prospectus, the Selling Shareholders hold 78,562,288 Equity Shares, constituting 55.85% of the issued, subscribed and paid-up Equity Share capital of our Company.

Date of allotment/transaction	Nature of transaction	No. of equity shares	Nature of consideration	Face value per equity share (₹)	Issue price/Transfer price per equity share (₹)	% of pre-Offer capital	% of post-Offer capital^
Actis							
December 22, 2011	Purchase of equity shares of face value ₹ 4 each from SCPEML	6,640,594	Cash	4	560.94	4.72	4.72
August 14, 2012	Buy-back of equity shares of face value ₹ 4 each by our Company	(610,604)	Cash	4	70.42+	(0.43)	(0.43)
On May 18, 2016, the face value of equity shares of our Company was consolidated from ₹ 4 each to ₹ 10 each and consequently, 6,029,990 equity shares of ₹ 4 each held by Actis were consolidated into 2,411,996 Equity Shares of ₹ 10 each.							
May 29, 2016	Bonus issue	16,883,972	Other than cash	10	-	12	12
Sub-Total		19,295,968				13.72	13.72
Mr. Anurang Jain							
For details of build-up of equity share capital of our Promoter, please see "*Capital Structure – Build up of Promoter's shareholding in our Company*" on page 94 of this Prospectus.							
Sub-Total		59,266,320				42.13	42.13

+*Buy-back price*

^ *Subject to finalization of Basis of Allotment*

7. Our shareholding pattern

The table below represents the equity shareholding pattern of our Company before the Offer and as adjusted for the Offer:

Category (I)	Category of shareholder (II)	Nos. of shareholders (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)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B +C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+ C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total								
(A)	Promoter & Promoter Group	7	121,366,880	0	0	121,366,880	86.28	121,366,880	0	121,366,880	86.28	0	86.28		0		0	121,366,880
(B)	Public	1	19,295,968	0	0	19,295,968	13.72	19,295,968	0	19,295,968	13.72	0	13.72		0		N.A.	19,295,968
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0		0		N.A.	0
(C1)	Shares underlying DRs	0	0	0	0	0	N.A.	0	0	0	0	0	0		0		N.A.	0
(C2)	Shares held by Employee Trust	0	0	0	0	0	0	0	0	0	0	0	0		0		N.A.	0
	Total	**8**	**140,662,848**	**0**	**0**	**140,662,848**	**100.00**	**140,662,848**	**0**	**140,662,848**	**100.00**	**0**	**100.00**		**0**		**0**	**140,662,848**

Our Company will file the shareholding pattern, in the form prescribed under Regulation 31 of the Listing Regulations, one day prior to the listing of the Equity Shares. The shareholding pattern will be provided to the Stock Exchanges for uploading on the website of Stock Exchanges before the commencement of trading of the Equity Shares.

8. Shareholding of our Directors and/or Key Management Personnel

Except as set forth below, none of our Directors or Key Management Personnel holds any Equity Shares as on the date of this Prospectus:

Sr. No.	Name of Director/Key Management Personnel	Pre-Offer %		Post-Offer %^	
		Number of Equity Shares	Percentage (%)	Number of Equity Shares	Percentage (%)
Directors					
1.	Mr. Anurang Jain	59,266,320[#~]	42.13	53,949,264	38.35
Total		59,266,320[#~]	42.13	53,949,264	38.35

[#] Anurang Jain HUF, of which Mr. Anurang Jain is the karta, additionally holds 400 Equity Shares.
[~]Mr. Anurang Jain additionally holds 28,300,000 Equity Shares, in his capacity as the family trustee of the Anurang Rohan Trust.
^ Subject to finalization of Basis of Allotment

9. As on the date of this Prospectus, our Company has eight Shareholders.

10. Top 10 shareholders

Our equity Shareholders and the number of Equity Shares held by them, as on the date of this Prospectus are as follows:

S. No.	Shareholder	Number of Equity Shares	Percentage (%)
1.	Mr. Anurang Jain	59,266,320	42.13
2.	Mr. Anurang Jain[~]	28,300,000	20.12
3.	Actis	19,295,968	13.72
4.	Mr. Naresh Chandra[#]	16,910,000	12.02
5.	Anurang Jain H.U.F	400	Negligible
6.	Mrs. Varsha Jain	80	Negligible
7.	Mrs. Suman Jain[##]	16,890,000	12.01
8.	Mr. Rohan Jain	80	Negligible
	Total	**140,662,848**	**100.00**

[~] Held in his capacity as family trustee of the Anurang Rohan Trust.
[#] Held in his capacity as family trustee of the Anurang Rhea Trust.
[##] Held in her capacity as family trustee of the NC Trust.

(a) Our Equity Shareholders and the number of Equity Shares held by them 10 days prior to filing of this Prospectus were as follows:

S. No.	Shareholder	Number of Equity Shares	Percentage (%)
1.	Mr. Anurang Jain	59,266,320	42.13
2.	Mr. Anurang Jain[~]	28,300,000	20.12
3.	Actis	19,295,968	13.72
4.	Mr. Naresh Chandra[#]	16,910,000	12.02
5.	Anurang Jain H.U.F	400	Negligible
6.	Mrs. Varsha Jain	80	Negligible
7.	Mrs. Suman Jain[##]	16,890,000	12.01
8.	Mr. Rohan Jain	80	Negligible
	Total	**140,662,848**	**100.00**

[~] Held in his capacity as family trustee of the Anurang Rohan Trust.
[#] Held in his capacity as family trustee of the Anurang Rhea Trust.

Held in her capacity as family trustee of the NC Trust.

(b) Our Equity Shareholders two years prior to the date of filing of this Prospectus were as follows:

S. No.	Shareholder	Number of equity shares of ₹ 4 each	Percentage (%)
1.	Mr. Anurang Jain	26,412,400	60.09
2.	Actis	6,029,990	13.72
3.	Mr. Naresh Chandra	4,500,100	10.24
4.	Mr. Naresh Chandra Jain and Mrs. Suman Jain*	1,042,825	2.37
5.	Mr. Anurang Jain and Mrs. Varsha Jain*	468,925	1.07
6.	Anurang Jain H.U.F	125	Negligible
7.	Mrs. Varsha Jain	25	Negligible
8.	Mrs. Suman Jain	5,502,750	12.52
	Total	**43,957,140**	**100.00**

**Held jointly*

11. Except as disclosed in "– *Notes to Capital Structure – History of equity share capital of our Company*" above on page 92 of this Prospectus, in the last two years preceding the date of filing of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares.

12. Our Company, our Directors and the Lead Managers have not entered into any buy-back and/or standby and/or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

13. Over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off the nearest multiple of minimum allotment lot while finalising the Basis of Allotment, subject to minimum allotment being equal to 30 Equity Shares, which is the minimum bid size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Offer. In such an event, the Equity Shares held by the Promoter will be used for making such excess allotment.

14. As on the date of filing of this Prospectus, the Lead Managers or their respective associates determined as per the definition of 'associate company' under Companies Act, 2013, do not hold any Equity Shares in our Company.

15. Our Company has not issued any Equity Shares out of revaluation reserves.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Prospectus.

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

18. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges.

19. Except as disclosed below, neither our Promoter, nor any of the members of our Promoter Group, our Directors, or their immediate relatives have purchased or sold any securities of our Company or any of our Subsidiaries, during a period of six months preceding the date of filing the Draft Red Herring Prospectus with SEBI:

Date of transaction	Name of the shareholder	Promoter / Promoter Group / Director/Immediate relatives	Total no. of Equity Shares transferred	Aggregate consideration (in ₹)	Percentage of pre-Offer capital
May 17, 2016	Mr. Anurang Jain	Promoter and Managing Director	25*	-	Negligible
June 21, 2016	Mr. Naresh Chandra	Promoter Group	700,320$	-	0.50
June 21, 2016	Mrs. Suman Jain	Promoter Group	698,800$	-	0.50
June 21, 2016	Mr. Naresh Chandra	Promoter Group	147,040$	-	0.10

Date of transaction	Name of the shareholder	Promoter / Promoter Group / Director/Immediate relatives	Total no. of Equity Shares transferred	Aggregate consideration (in ₹)	Percentage of pre-Offer capital
	and Mrs. Suman Jain				
June 30, 2016	Mr. Anurang Jain	Promoter and Managing Director	25,253,280**	-	17.95
June 30, 2016	Mr. Anurang Jain and Varsha Jain	Promoter Group	3,046,720^	-	2.17
June 30, 2016	Mr. Naresh Chandra	Promoter Group	13,700,000##	-	9.74
June 30, 2016	Mr. Naresh Chandra and Mrs. Suman Jain	Promoter Group	3,190,000~~	-	2.27
June 30, 2016	Mrs. Suman Jain	Promoter Group	16,910,000$$	-	12.02

* *Transferred equity shares of ₹4 each by way of a gift to Mr. Rohan Jain, son of Mr. Anurang Jain.*
$ *Transferred by way of gift to Mr. Anurang Jain and Mrs. Varsha Jain (held jointly)*
** *Transferred by way of a gift to the Anurang Rohan Trust.*
^ *Transferred by way of a gift to the Anurang Rohan Trust.*
Transferred by way of a gift to the NC Trust.
~~ *Transferred by way of a gift to the NC Trust.*
$$ *Transferred by way of a gift to the Anurang Rhea Trust.*

20. During the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus, no financing arrangements existed whereby members of our Promoter Group, our Directors and their relatives may have financed the purchase of securities of our Company by any other person.

21. In terms of Rule 19(2)(b)(iii) of the SCRR read with Regulation 41 of the ICDR Regulations, this is an Offer for at least 10% of the post-Offer capital. The Offer is being made through the Book Building Process, in reliance on Regulation 26(1) of the ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs. Provided that our Company and the Selling Shareholders in consultation with the Lead Managers, have allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis out of which one third was reserved for domestic Mutual Funds only subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non Institutional Investors and not less than 35% of the Offer shall be available for allocation, in accordance with the ICDR Regulations, to Retail Individual Investors, subject to valid Bids being received at or above the Offer Price.

22. Our Company presently does not intend or propose to alter the capital structure for a period of six months from the Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

23. For details in relation to allotments of equity shares of our Company pursuant to schemes approved under Sections 391 to 394 of the Companies Act, 1956, please see "*History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation and revaluation of assets*" on page 191 of this Prospectus.

24. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the Lead Managers and the Designated Stock Exchange.

25. The Equity Shares Allotted pursuant to the Offer shall be fully paid-up at the time of Allotment.

26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

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

28. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by our Company or Promoter, to the persons who are Allotted Equity Shares pursuant to the Offer.

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

30. Our Company has not issued any Equity Shares in the last one year preceding the date of filing of this Prospectus, which may have been issued at a price that is lower than the Offer Price. However, our Company has issued bonus shares in the last one year, details of which are as follows:

S. No.	Name of person / entity	Whether belongs to Promoter Group	Date of allotment	Number of Equity Shares	Face value (₹)	Issue price per equity share (₹)	Reasons for allotment
1.	Mr. Anurang Jain	Yes	May 29, 2016	73,954,650	10	-	Equity Shares allotted pursuant to a bonus issue in the ratio of 7:1 on account of capitalisation of capital redemption reserve and the securities premium account of our Company.
2.	Actis	No	May 29, 2016	16,883,972	10	-	
3.	Mr. Naresh Chandra	Yes	May 29, 2016	12,600,280	10	-	
4.	Mr. Naresh Chandra Jain and Mrs. Suman Jain*	Yes	May 29, 2016	2,919,910	10	-	
5.	Mr. Anurang Jain and Mrs. Varsha Jain*	Yes	May 29, 2016	1,312,990	10	-	
6.	Anurang Jain H.U.F	Yes	May 29, 2016	350	10	-	
7.	Mrs. Varsha Jain	Yes	May 29, 2016	70	10	-	
8.	Mrs. Suman Jain	Yes	May 29, 2016	15,407,700	10	-	
9.	Mr. Rohan Jain	Yes	May 29, 2016	70	10	-	

**Held jointly*

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and to carry out the Offer for Sale. We believe that the listing of the Equity Shares will enhance our brand name and provide liquidity to the existing shareholders. The listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer and all proceeds from the Offer shall go to the Selling Shareholders.

OFFER RELATED EXPENSES

The total Offer related expenses are estimated to be approximately ₹ 697.25 million. The Offer related expenses consist of listing fees, fees payable to the Lead Managers, underwriting fees, selling commission, legal counsel, Registrar to the Offer, Public Offer Account Bank, Escrow Collection Bank, Refund Bank including processing fee to the SCSBs for processing Bid cum Application Forms submitted by ASBA Bidders procured by the Members of the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. All expenses in relation to the Offer will be shared amongst the Selling Shareholders, as mutually agreed in writing between our Company and the Selling Shareholders, in accordance with applicable law. Payments, if any, made by our Company in relation to the Offer shall be on behalf of the Selling Shareholders and such payments will be reimbursed by the Selling Shareholders to our Company.

The break-up for the Offer expenses is as follows:

Activity	Estimated expenses (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to Lead Managers	374.08	53.65%	3.22%
Selling commission and processing fees for SCSBs	20.40	2.93%	0.18%
Selling commission and processing/uploading charges for Syndicate Members, Registered Brokers, RTAs and CDPs (1) (2)	12.80	1.84%	0.11%
Fees payable to Registrar to the Offer	14.70	2.11%	0.13%
Printing and stationary expenses	15.71	2.25%	0.14%
Advertising and marketing expenses	49.68	7.13%	0.43%
Others			
- Listing fees	0.07	0.01%	0.00%
- SEBI, BSE and NSE processing fees	25.81	3.70%	0.22%
- Fees payable to Legal Counsels	83.21	11.93%	0.72%
- Miscellaneous	100.79	14.46%	0.87%
Total estimated Offer expenses	**697.25**	**100.00%**	**6.00%**

(1)Selling commission payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the SCSBs, would be as follows:

Portion for Retail Individual Investors:*	*0.35% of the Amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Investors:*	*0.20% of the Amount Allotted (plus applicable taxes)*

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

No processing fees shall be payable by the Company / the Selling Shareholders to the SCSBs on the applications directly procured by them.

Processing fees payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Investors:*	*₹10 per valid application (plus applicable taxes)*
Portion for Non-Institutional Investors:*	*₹10 per valid application (plus applicable taxes)*

**Based on valid Applications.*

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

Portion for Retail Individual Investors:*	*0.35% of the Amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Investors:*	*0.20% of the Amount Allotted (plus applicable taxes)*

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

Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by them and submitted to SCSB for blocking, would be as follows:

₹10 per valid application (plus applicable taxes) bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and Bidding Charges payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Processing / uploading charges payable to the Registered Brokers on the portion for Retail Individual Investors, Non-Institutional Investors, which are directly procured by the Registered Brokers and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Investors:*	*₹10 per valid application (plus applicable taxes)*
Portion for Non-Institutional Investors:*	*₹10 per valid application (plus applicable taxes)*

** Based on valid Bid cum Application Forms*

Monitoring of Utilization of Funds

Since the Offer is an offer for sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders in consultation with the Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is 46.70 times the face value at the lower end of the Price Band and 47.20 times the face value at the higher end of the Price Band. Bidders should please see the sections "*Our Business*", "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 145, 17, 222 and 460 of this Prospectus, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the qualitative factors which form the basis for the Offer Price are as follows:
A. Consistent track record of organic and inorganic growth;
B. Strong customer relationships with a wide variety of OEMs;
C. Strong research and development and technological capabilities; and
D. Growing and profitable European business.

For further details, please see the section "*Our Business - Our Strengths*" on page 146 of this Prospectus.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Consolidated Financial Information and Restated Unconsolidated Financial Information. For details, please see the section "*Financial Statements*" on page 222 of this Prospectus.

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

A. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for change in capital and face value of Equity Shares on consolidated basis:

Financial Year ended/Period ended	**Basic and Diluted***	
	EPS (in ₹)	**Weight**
March 31, 2014	14.52	1
March 31, 2015	17.94	2
March 31, 2016	20.70	3
Weighted Average	**18.75**	
Three months ended June 30, 2016#	5.69	

** Adjusted for consolidation of face value from ₹ 4 per equity share to ₹ 10 per equity share and issuance of 123,079,992 bonus shares effected on May 18, 2016 and May 29, 2016, respectively. For details, see the section "Capital Structure" on page 91 of this Prospectus.*
 # Not Annualised

Basic and Diluted EPS, as adjusted for change in capital and face value of Equity Shares on unconsolidated basis:

Financial Year ended/Period ended	**Basic and Diluted***	
	EPS (in ₹)	**Weight**
March 31, 2014	10.65	1
March 31, 2015	12.89	2
March 31, 2016	14.62	3
Weighted Average	**13.38**	
Three months ended June 30, 2016#	3.83	

** Adjusted for consolidation of face value from ₹ 4 per equity share to ₹ 10 per equity share and issuance of 123,079,992 bonus shares effected on May 18, 2016 and May 29, 2016, respectively. For details, see the section "Capital Structure" on page 91 of this Prospectus.*
 # Not Annualised

NOTES:

1) EPS calculation is in accordance with Accounting Standard 20 "Earnings per share" issued by ICAI.

(a) Basic Earnings per share (₹) = $\dfrac{\text{Net profit attributable to equity shareholders}}{\text{Weighted average number of equity shares (including Bonus Shares) outstanding during the year}}$

(b) Diluted EPS is the same as the Basic EPS.

2) The face value of each Equity Share is ₹10.

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 467 to ₹ 472 per Equity Share:

Particulars	P/E based on the lower end of the Price Band		P/E based on the higher end of the Price Band	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Restated Consolidated Financial Information for the year ended March 31, 2016	22.56	22.56	22.80	22.80
Restated Unconsolidated Financial Information as at for the year ended March 31, 2016	31.94	31.94	32.28	32.28

C. Industry P/E ratio

Industry P/E#	
Highest	71.96
Lowest	13.46
Industry Composite	33.54

#Price earnings ratio calculated by dividing the market value of the shares of the peers as listed below as on September 14, 2016 (closing price as per NSE), by the diluted EPS of the peers for period ending March 31, 2016 / December 31, 2015. Industry Composite is average of P/E figures for the peers.

D. Return on Net Worth ("RoNW")

On Consolidated basis

Financial Year ended/Period ended	RoNW (%)	Weight
March 31, 2014	20.85	1
March 31, 2015	22.10	2
March 31, 2016	20.01	3
Weighted Average	**20.85**	
Three months ended June 30, 2016#	5.21	

 # Not Annualised

On Unconsolidated basis

Financial Year ended/Period ended	RoNW (%)	Weight
March 31, 2014	15.12	1
March 31, 2015	15.67	2
March 31, 2016	15.31	3
Weighted Average	**15.40**	
Three months ended June 30, 2016#	3.86	

***Note**: Return on Net Worth has been computed as Net Profit after tax (as restated) divided by Net Worth excluding revaluation reserve at the end of the year.*

 # Not Annualised

There is no change in the net worth post-Offer as the Offer is by way of offer for sale by the Selling Shareholders.

E. Net Asset Value ("NAV") per Equity Share

Financial Year ended/Period ended	Consolidated (₹)	Unconsolidated (₹)
March 31, 2016	103.48	95.44
June 30, 2016	109.14	99.27
Offer price	472.00	
After the Offer*		
March 31, 2016	103.48	95.44
June 30, 2016	109.14	99.27

Note: *Net asset value per Equity Share represents Net Worth as per the restated financial information as divided by the number of equity shares outstanding as at the end of fiscal year/period end. The net asset value per Equity Share has been adjusted for consolidation of face value from ₹ 4 per equity share to ₹ 10 per equity share and issuance of 123,079,992 bonus shares effected on May 18, 2016 and May 29, 2016, respectively. For details, see the section "Capital Structure" on page 91 of this Prospectus.*

**There will be no change in NAV post the Offer as the Offer is by way of Offer for Sale by the Selling Shareholders.*

F. Comparison with Listed Industry Peers

Name of the company	Revenue from operations and other Income (₹ in million)	Face Value per Equity Share (₹)	P/E	EPS (₹)		RONW	NAV per Share (₹)
				Basic	Diluted		
Endurance Technologies Limited@	52,745.46	10.00	22.80^	20.70	20.70	20.01%	103.48
Bharat Forge Limited*	77,800.80	2.00	30.84	27.92	27.92	18.18%	153.61
Motherson Sumi Systems Limited*	387,161.30	1.00	32.81	9.63	9.63	30.00%	32.09
Gabriel India Limited#	14,424.41	1.00	22.28	5.24	5.24	19.80%	26.45
Mahindra CIE Automotive Limited *(1)	38,786.50	10.00	71.96	2.70	2.70	4.34%	62.19
Munjal Showa Limited#	15,064.56	2.00	13.46	15.29	15.29	13.50%	113.24
Rico Auto Industries Limited*	10,211.60	1.00	29.91	2.18	2.18	6.26%	34.78

@ Based on restated consolidated financial statement for the financial year ended March 31, 2016 and adjusted for consolidation of face value from ₹ 4 per equity share to ₹ 10 per equity share and issuance of 123,079,992 bonus shares effected on May 18, 2016 and May 29, 2016, respectively. For details, see the section "Capital Structure" and "Financial Statements" on pages 91 and 222 of this Prospectus, respectively.
** Based on consolidated financial information of the companies as available on www.bseindia.com*
 # Based on standalone financial information of the companies as available on www.bseindia.com
(1) For the period ended on December 31, 2015 (April 1, 2015 to December 31, 2015)

Notes:
(a) Price earnings ratio calculated by dividing the market value of the shares of the companies as on September 14, 2016 (closing price as per NSE), by the diluted EPS of the companies for period ending March 31, 2016 / December 31, 2015.
(b) ^Price earnings ratio calculated by dividing the market value of the Company considering the Offer Price, by the diluted EPS of the Company for period ending March 31, 2016.
(c) Basic and Diluted EPS as reported in company filings on www.bseindia.com
(d) Return on Net Worth is calculated as Net Profit After Tax and Minority Interests for the period divided by Shareholders Funds (share capital plus reserves and surplus).
(e) Net Asset Value per share is calculated as Shareholders Funds available to equity shareholders divided by paid-up number of equity shares of the company outstanding as on the balance sheet date.

The peer group listed companies as stated above are engaged in the auto ancillaries business.

G. The Offer price will be 47.20 times of the face value of the Equity Shares.

The Offer Price of ₹ 472 has been determined by our Company and the Selling Shareholders, in consultation with the Lead Managers, on the basis of demand from Bidders for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 17, 145, 460 and 222 of this Prospectus, respectively, to have a more informed view.

STATEMENT OF TAX BENEFITS

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

September 19, 2016

The Board of Directors,
Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited),
Plot No. K – 228 /229,
MIDC Industrial Area, Waluj,
Aurangabad - 431136

Dear Sirs,

We refer to the proposed issue of the Shares of **Endurance Technologies Limited (Formerly known as Endurance Technologies Private Limited)** ("the Company"). We enclose herewith the statement showing the current position of special / general tax benefits available to the Company and to its shareholders as per the provisions of the Income-tax Act, 1961, as applicable to the assessment year 2017-18 relevant to the financial year 2016-17 for inclusion in the Red Herring Prospectus ("RHP") and Prospectus ("Offer Documents") for the proposed issue of shares / offer for sale.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act 1961. Hence the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We do not express any opinion or provide any assurance whether:

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

We hereby give our consent to include the enclosed statement regarding the tax benefits available to the Company and to its shareholders in the Offer Documents for the sale of Equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

LIMITATIONS

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (the Offerings).

For Deloitte Haskins & Sells LLP

Chartered Accountants

ICAI Firm Registration No. 117366W/W-100018

Hemant Joshi

Partner

Membership No.038019

Place: Pune

NOTE ON POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO ENDURANCE TECHNOLOGIES LIMITED (FORMERLY KNOWN AS ENDURANCE TECHNOLOGIES PRIVATE LIMITED) ("THE COMPANY") AND IT'S SHAREHOLDERS

The information provided below sets out the possible direct tax benefits available to the shareholders of an Indian company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares, under the current tax laws presently in force in India. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on commercial imperatives a shareholder faces, may or may not choose to fulfill. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on this statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on this statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the Offerings).

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THEIR PARTICULAR SITUATION.

1. **SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY**

Deduction under section 80IC:

Endurance Technologies Limited has an undertaking in Pantnagar, Uttaranchal which is eligible for the purpose of deduction under section 80IC of the Income-tax Act, 1961 ("the Act"). In accordance with and subject to the conditions specified in section 80IC of the Act, the Company may be entitled for a deduction of an amount equal to 100 percent of profits or gains derived for first 5 years and 30 percent of profits or gains derived for next 5 years in respect of profits derived by such undertaking.

We have been given to understand that financial year 2016-17 is the last year for claiming deduction under section 80IC of the Act, subject to the fulfillment of conditions stipulated in section 80IC of the Act.

Deduction under section 35(2AB):

As per Section 35(2AB), the company is entitled to weighted deduction at the rate of 200% on scientific research and development expenditure (except on land and building) incurred by the Company on in-house research and development facility as approved by the prescribed authority deduction would be restricted to 150% w.e.f 1 April 2018 and 100% w.e.f 1 April 2021.

2. **SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS**

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

Notes:

1. The above benefits are as per the current tax law as amended by the Finance Act, 2016.

2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

The above statement of special direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

SECTION IV: ABOUT THE COMPANY

INDUSTRY

The information in this section has been extracted from various government publications and industry sources, specifically from the International Monetary Fund (World Economic Outlook, April 2016), the Government of India's Ministry of Statistics and Programme Implementation Press Release (Quick Estimates of Index of Industrial Production and Use-Based Index for the Month of March, 2016, May 12, 2016), the Reserve Bank of India (Monetary Policy Report, April 2016 and its website), CRISIL Research (Market Assessment of Auto Components in 2W & 3W, June 2016, which uses information from the Automotive Component Manufacturers Association of India, the Society of Indian Automobile Manufacturers and the Central Statistical Office), the European Automobile Manufacturers Association (The Automobile Industry Pocket Guide 2016-2017 and the Economic and Market Report: EU Automotive Industry Quarter 4 2015) and Mordor Intelligence (Europe Automotive Parts Die Casting Market (2016-2021), May 2016). We specifically commissioned CRISIL Research to prepare a market assessment of auto components in the two-wheeler and three-wheeler segments in India for reference in this Prospectus. Neither we, our directors nor our Promoter are in any way related to the parties that have prepared the relevant industry data on which we relied on. Neither we, the BRLMs nor any other person connected with the Offer have verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that 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.

The Global Economy

Overview

Although financial markets have recovered most or all of the ground lost in the first quarter of 2016, global economic recovery has slowed due to fear of weakening of the Chinese economy and signs of distress in other large emerging markets, including from falling commodity prices and oil prices. According to the International Monetary Fund (the "**IMF**"), the baseline projection for global growth in 2016 is 3.2%, broadly in line with last year. The projected pickup in growth in 2017 (3.5%) hinges on rising growth in emerging market and developing economies, as growth in advanced economies is expected to remain modest. *(Source: International Monetary Fund, World Economic Outlook, April 2016 (the "**IMF Report**")).*

While growth in the emerging market still accounts for the majority of projected world growth in 2016, prospects across countries remain uneven and generally weaker than over the past two decades. In particular, a number of large emerging markets – including Brazil and Russia – are still mired in deep recessions. Others, including several oil-exporting countries, also face a difficult macroeconomic environment with sharply weaker terms of trade and tighter external financial conditions. *(Source: IMF Report)*

The real gross domestic product ("**GDP**") growth rates and expected real GDP growth rates for certain developed and developing economies are set out below:

	Real GDP Growth Rates (%)						
Countries	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2021**
Brazil	1.9	3.0	0.1	-3.8	-3.8	0.0	2.0
China	7.7	7.7	7.3	6.9	6.5	6.2	6.0
Germany	0.6	0.4	1.6	1.5	1.5	1.6	1.2
India	**5.6**	**6.6**	**7.2**	**7.3**	**7.5**	**7.5**	**7.8**
Italy	-2.8	-1.7	-0.3	0.8	1.0	1.1	0.8
Russia	3.5	1.3	0.7	-3.7	-1.8	0.8	1.5
United Kingdom	1.2	2.2	2.9	2.2	1.9	2.2	2.1
United States of America	2.2	1.5	2.4	2.4	2.4	2.5	2.0

Source: IMF Report

The Indian Economy

India's population is approximately 1.25 billion, second only to China. India had an estimated GDP of approximately US$ 7.965 trillion in 2015, which makes it the fourth largest national economy in the world after China, the European Union and the United States of America, in purchasing power parity terms *(Source: CIA World Factbook)*. India's GDP grew at 7.2% and 7.3% in 2014 and 2015, respectively, and is projected to grow at 7.5% in FY2017. According to the IMF Report, growth will continue to be driven by private consumption, which has benefited from lower energy prices and higher real incomes. With the revival of sentiment and pickup in industrial activity, recovery of private investment is expected to further strengthen growth. *(Source: IMF Report)*

India is also one of the world's fastest growing economies. The table below sets out a comparison between India's real GDP growth rate in calendar years 2014 and 2015 and its expected real GDP growth rate during calendar years 2016 and 2017, as compared to advanced economies, emerging markets and developing economies and the world:

	Real GDP growth rate		**Projected GDP growth rate**	
	2014	**2015**	**2016**	**2017**
India	7.2 %	7.3%	7.5%	7.5%
Advanced Economies	1.8%	1.9%	1.9%	2.0%
Emerging Markets and Developing Economies	4.6%	4.0%	4.1%	4.6%
World	3.4%	3.1%	3.2%	3.5%

Source: IMF Report

As shown in the table above, India's pace of growth is expected to outperform that of advanced and developing economies. However, the growth rates differ amongst various sectors of the economy. The table below shows GDP growth among the agriculture, industry, manufacturing and services sectors for the time periods indicated. *(Source: CRISIL Research, Market Assessment of Auto Components in 2W & 3W, June 2016 (the "**CRISIL Research**"))*

GDP Growth at Basic Prices	**FY2014**	**FY2015**	**FY2016**	**FY2017(F)**
Agriculture	4.2%	-0.2%	1.2%	4.0%
Industry	5.0%	5.9%	7.4%	7.6%
Manufacturing	5.6%	5.5%	9.3%	9.0%
Services	7.8%	10.3%	8.9%	9.1%

Note: F= CRISIL Forecasts
Source: Central Statistical Office ("CSO"), CRISIL Research

India's (nominal) per capita income grew at a compound annual rate of 9.5% for the period from FY2013 to FY2016. In FY2013, FY2014, FY2015 and FY2016, India's (nominal) per capita income was ₹71,050, ₹79,412, ₹86,879, and ₹93,231 respectively. CRISIL expects (real) per capita income to grow at 6-7% during each of FY2017 and FY2018. *(Source: CRISIL Research)*

The table below shows India's GDP per capita and Net National Income ("NNI") per capita for the time periods indicated.

	Level in FY2016 (in ₹)		**Growth at constant prices (in %)**			
Item	**Current Prices**	**Constant Prices**	**FY2013**	**FY2014**	**FY2015**	**FY2016**
Per Capita GDP	10,5746	88,472	4.3	5.3	5.9	6.2
Per Capita NNI	9,3231	77,431	3.5	4.9	5.8	6.2

Source: Central Statistics Office, CRISIL Research

India's Index of Industrial Production ('**IIP**") is compiled using data received from 15 source agencies, among them the Department of Industrial Policy & Promotion, the Joint Plant Committee, the Ministry of Steel, the Ministry of Petroleum & Natural Gas and the Railway Board. The general index for March 2016 stands at 198.2, which is 0.1% higher as compared to 198.1 in March 2015. The cumulative growth for FY2016 over FY2015 was 2.4%. The indices of industrial production for the mining, manufacturing and electricity sectors decreased by 0.1%, decreased by 1.2% and grew by 11.3%, respectively, in March 2016 as compared to March 2015, and grew by 2.2%, 2.0% and 5.6%, respectively, in FY2016. *(Source: Government of India, Ministry of Statistics and Programme Implementation, Press Release: Quick Estimates of Index of Industrial Production and Use-Based Index for the Month of March, 2016, May 12, 2016)*

It is expected that consumer price inflation will remain around 5.2 – 5.3% during FY2017 *(Source: Reserve Bank of India, Monetary Policy Report, April 2016 (the "**RBI Report**"),* in line with the RBI target of 5% of March 2017.

Furthermore, the interest rates of the Reserve Bank of India has decreased from 2014. In January 2014, January 2015 and April 2016, the repo rates, or the short-term lending rates, were 8.00%, 7.75% and 6.50%, respectively. *(Source: RBI website at http://dbie.rbi.org.in/DBIE/dbie.rbi?site=home)*

Lower commodity prices, a range of supply side measures, and a relatively tight monetary policy have resulted in a faster-than-expected fall in inflation, making room for nominal interest rate cuts, but upside risks to inflation could necessitate a tightening of monetary policy. Fiscal consolidation should continue, underpinned by revenue reforms and further reductions in subsidies. Sustaining strong growth over the medium term will require labour market reforms and dismantling of infrastructure bottlenecks, especially in the power sector. *(Source: IMF Report)*

The Western European Economy

Modest euro area recovery is projected to continue in FY2017, with weakening external demand outweighed by the favourable effects of lower energy prices, a modest fiscal expansion, and supportive financial conditions. Potential growth is expected to remain weak as a result of crisis legacies (high private and public debt, low investment, and eroding skills due to high long-term unemployment), aging effects, and slow total factor productivity growth. Output in the euro area is expected to grow at about 1.5% in 2016 and 1.6% in 2017. Growth is expected to increase modestly in Germany (to 1.6% by 2017), France (to 1.1% in 2016 and 1.3% in 2017), and Italy (to 1% in 2016 and 1.1% in 2017). Growth in Spain is projected to soften (to 2.6% in 2016 and 2.3% in 2017) while remaining above the euro area average. Activity is expected to decelerate in Portugal (to 1.4% in 2016 and 1.3% in 2017), while Greece is expected to return to growth in 2017 after contracting further this year. *(Source: IMF Report)* In addition, the potential impact of the United Kingdom's exit from the European Union may further weaken recovery.

The Two-Wheeler and Three-Wheeler Industry in India

India, along with China, are the largest producers of two-wheelers in the world, each contributing approximately one third of the global volumes. Further, India is the largest producer of three-wheelers in the world and the sixth largest passenger vehicle producer in the world. *(Source: CRISIL Research)*

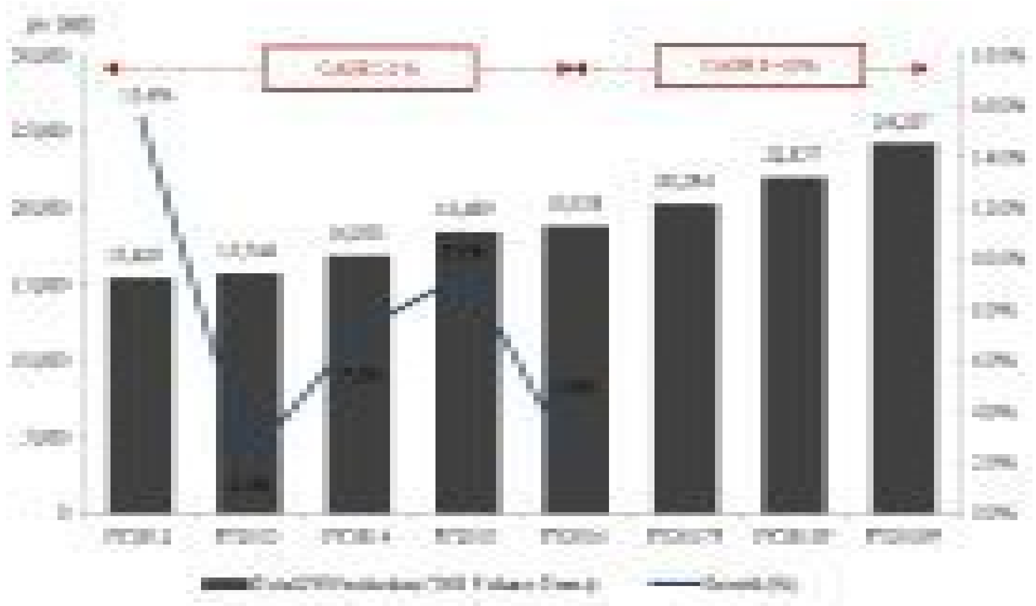
The Two-Wheeler Industry in India

Overview

In FY2016, the overall automobile production in India was about 24.5 million with two-wheelers, comprising of motorcycles, mopeds and scooters, accounting for more than three quarters of total production. In FY2016, CRISIL estimates India's two-wheelers industry revenue to be around ₹820 billion, with a production of about 19 million. Two-wheeler production grew at a moderate pace of 5.1% CAGR from FY2012 to FY2016 despite high growth in FY2014 and FY2015 mainly due to two years of bad monsoon in 2014 and 2015. CRISIL projects two-wheeler production to grow at a CAGR of 8-10% from the period FY2016 to FY2019. *(Source: CRISIL Research)*

The graph below shows the growth in the production of two-wheelers for the time periods indicated:

Historical and Projected Two-wheeler Production Growth (in '000 volume terms)

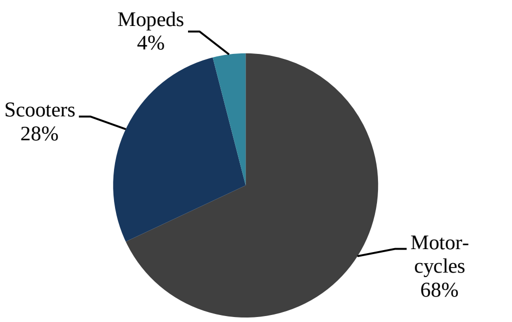


Source: CRISIL Research

As of FY2016, motorcycles continued to dominate the two-wheelers industry. Motorcycles comprised two-thirds of the total two-wheeler market in terms of production in FY2016, but this fell steadily during FY2012 to FY2016, from 77.7% to 68.1%. By contrast, the share of scooters in the total production mix increased during this period from 17.2% to 28.0%. The growth in scooters is attributed to the strong demand from new model launches, aggressive marketing strategies such as gender-biased positioning and increasing use of scooters by working women in urban areas. The share of mopeds shrank between FY2012 to FY2016 from 5.0% to 3.8% as demand declined in Tamil Nadu and Andhra Pradesh – the two states that account for most of the domestic market for mopeds – due to subdued industrial activity in Tamil Nadu and political turmoil in Andhra Pradesh over Telangana's statehood. *(Source: CRISIL Research)*

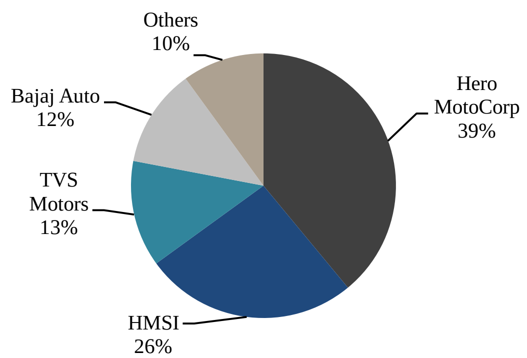
The graphs below show the breakdown of the domestic two-wheelers market and the competitive landscape for the production of two-wheelers.

Segment-wise Share in Two-wheeler Production (FY2016)



Source: Society of Indian Automobile Manufacturers ("SIAM"), CRISIL Research

OEM-wise Projection (FY2016)



Source: SIAM, CRISIL Research

CRISIL expects the new regulations that require all existing two-wheeler models to be fitted by Anti-lock Braking System ("ABS") and Combined Braking System ("CBS") by April 2019 and all new two-wheeler models by April 2018 to increase the cost of above 125cc two-wheelers by around ₹8,000-12,000 and the cost of below 125cc two-wheelers by around ₹500. ***(Source: CRISIL Research)***

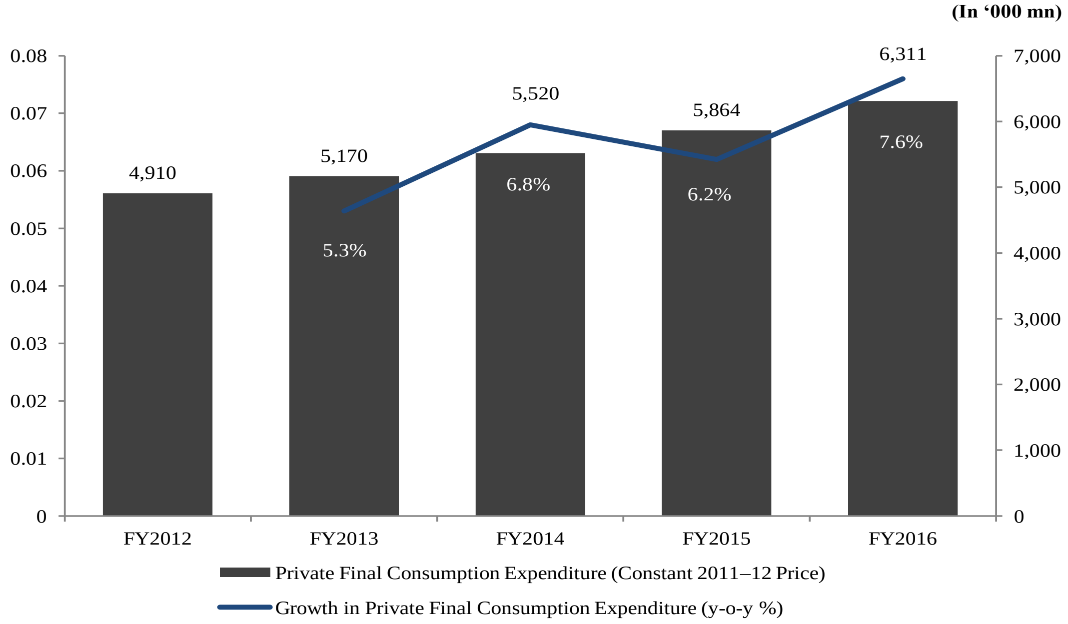
Key Growth Drivers

CRISIL has identified the key demand drivers of the two-wheelers in India as:

Growth in Consumption: Private consumption recovery continues to be moderate and fragile as urban demand lifts while rural demand drags. Historically, consumption recovery was largely due to a pick-up in urban demand as rural demand continues to be slow. Two consecutive years of weak monsoon, unseasonal rains and slow growth in minimum support prices of crops have taken a toll on rural demand. Lower commodity prices, inflation and easy monetary policy conditions are gradually supporting demand. CRISIL expects this trend to continue in FY2017. Prices of commodities, especially crude oil, continue to remain low. Along with easy monetary conditions, lower commodities prices support demand for consumer durables, especially automotives.

The table below shows the growth in private consumption expenditure for the time periods indicated.

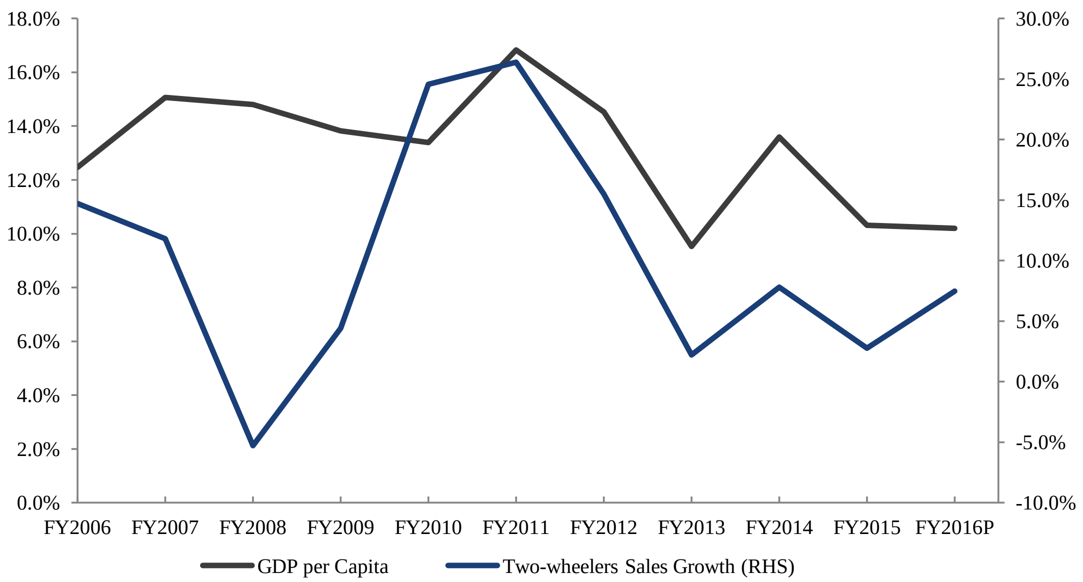
Private Final Consumption Expenditure (in ₹ million)



Source: CRISIL Research

Rise in GDP per capita: The past decade has seen a sharp rise in affordability of two-wheelers (measured as GDP per capita/two wheeler average selling price) as growth in per capita income outpaced the rise in average price of two-wheelers. While CRISIL estimates that domestic per capita income has risen from ₹24,143 in FY2005 to ₹88,472 in FY2016, at a 12.5% CAGR, the average price of two-wheelers rose at a CAGR of approximately 7% from FY2005 to FY2016. This trend is likely to continue, thereby improving affordability and increasing demand for two-wheelers. The rapid rise in the number of addressable households is also a key demand driver for two-wheelers and three-wheelers. Between FY2012 and FY2016, the overall number of addressable households rose at a CAGR of 8.1%. The table below compares GDP per capita and the growth of two-wheelers sales for the time periods indicated.

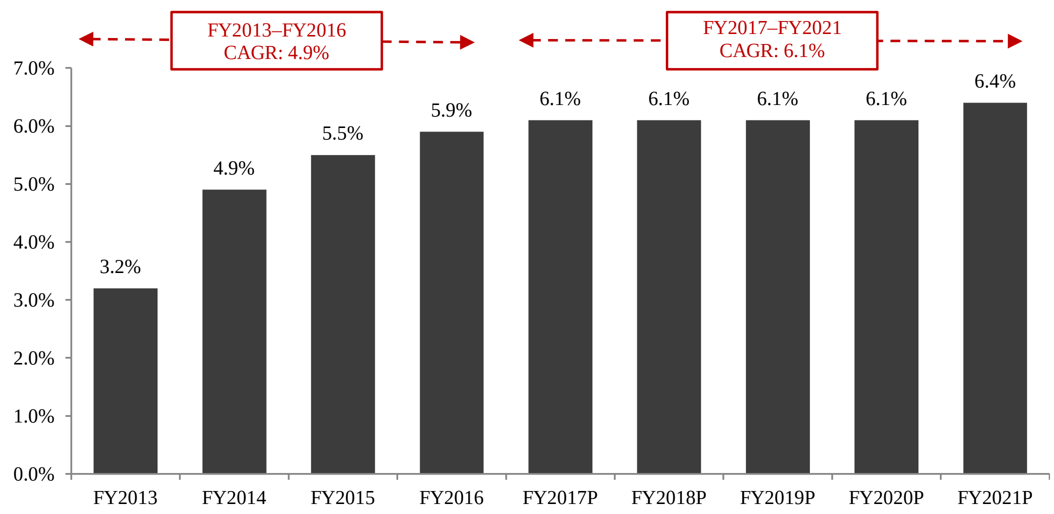
Comparing GDP Per Capita Growth (%) and Two-wheeler Sales Growth (%)



Source: CRISIL Research

Income growth and distribution: Income distribution across all income classes (based on 2011 real income and ownership cost) show that there will be a higher increase in the number of households in higher income brackets (income brackets which have higher two wheeler penetration) by FY2020 compared to the four year period between FY2013 and FY2016. Total households across all income classes are expected to increase at 4.44 million per year over the next five years compared to an increase of 4.1 million a year between FY2011 and FY2015. The number of addressable households (defined as households which can afford a two-wheeler) will increase with growth in the number of households and rising income. GDP growth of 6.8% CAGR over the next five years, compared to household growth of 1.6% CAGR over the same period, will boost household real income growth by 5.2% CAGR over the next five years. Affordability, determined by the cost of owning a two-wheeler, is expected to improve due to low inflation expectation in commodity prices and lower fuel prices. The graph below shows the growth in household real income for the time periods indicated.

Household Real Income Growth (%)



***FY2017, FY2018, FY2019, FY2020 and FY2021 figures are forecasts.**

Source: CRISIL Research

Two-Wheeler Penetration in Rural India

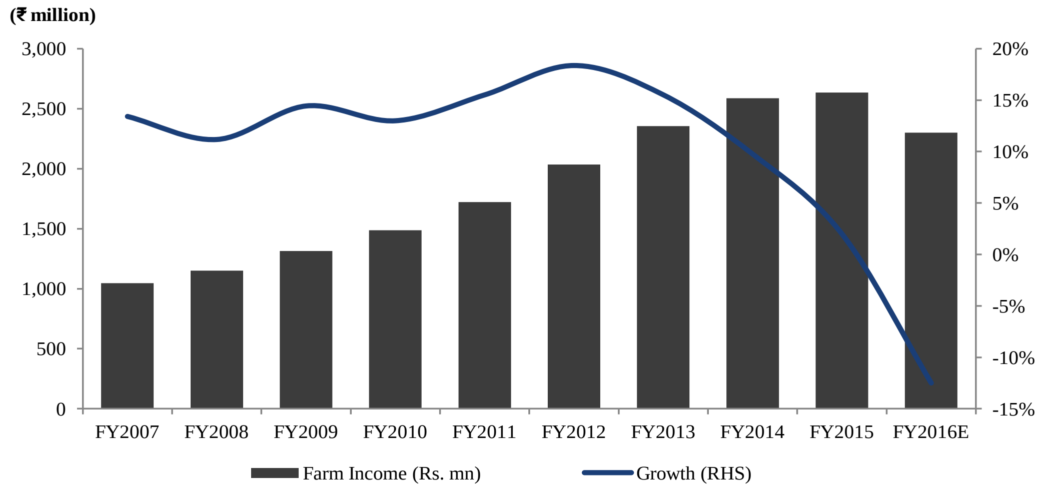
The level of two-wheeler penetration in rural areas is much lower compared to the level of two-wheeler penetration in urban areas. As of FY2015, CRISIL estimates the penetration level of two-wheelers in rural India to be 39% (as a percentage of addressable households) as compared to 67% (as a percentage of addressable households) in urban India. (*Source: CRISIL Research*)

CRISIL has identified the key drivers for rural demand as:

Farm income: Farm income is defined as income earned from agriculture produce. CRISIL expects farm income to grow more slowly in the next few years as the increase in crop prices (minimum support prices) during those years will be moderate compared to the increase in crop prices in 2011-2014, during which they grew by double digits. Poor monsoons have also been partly responsible for lower growth in farm income, but this is expected to recover in the years going forward under normal monsoons. CRISIL expects farm income to recover in FY2017 with the expectation of a normal monsoon in 2016, around a 4% increase in crop prices due to the Government increasing paddy prices in FY2017 by 4.2% and low production during the last two years.

The table below shows farm income and farm income growth in rural India for the time periods indicated.

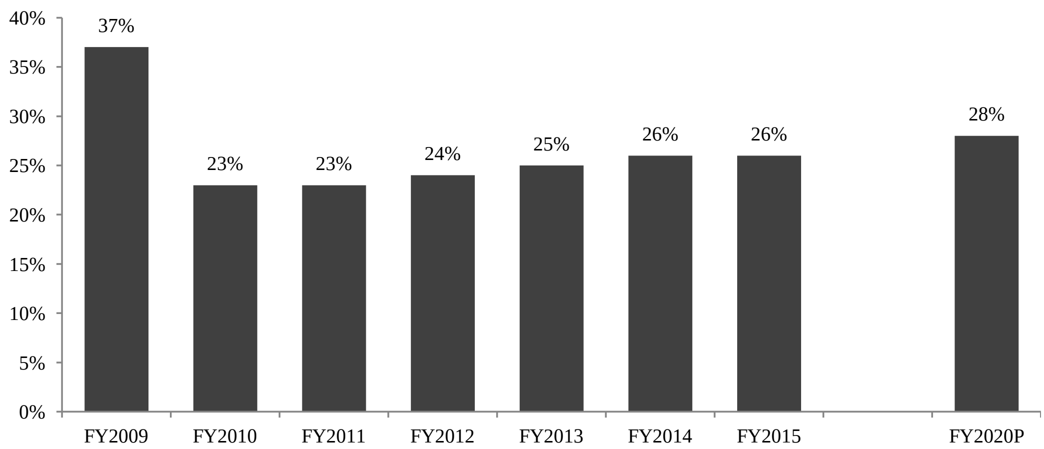
Farm Income (in ₹ million)



Source: CRISIL Research

Finance penetration: Finance penetration, which is the percentage of two-wheelers purchased using financing schemes, has declined since the financial crisis as banks moved out of the two-wheeler financing segment. Consequently, the demand for two-wheelers also declined due to the lower availability of financing, even as the Indian economy continued to grow rapidly. Demand for two-wheelers has since adjusted to this decline in financing options. CRISIL expects finance penetration to remain below pre-crisis levels, even though it has increased steadily since then. As of FY2016, around one-fourth of total two-wheelers and three-wheelers purchased are financed through retail financing schemes. CRISIL estimates captive financing by OEMs and increasing reach into Tier-III cities and Tier-IV cities to drive finance penetration. The 2001 Census of India defines Tier III cities as cities with populations of 20,000 to 49,999 people and Tier IV cities as cities with populations of 10,000 to 19,999 people. Finance penetration growth will be moderate due to banks moving out of the segment. The graph below shows the percentage of two-wheelers purchased using financing schemes for the time periods indicated.

Finance Penetration of Two-wheelers (%)



Source: CRISIL Research

Rural roads: Rural roads have a significant impact on two-wheeler demand, through generating income in rural areas during construction and thereafter from increasing mobility and connectivity. CRISIL expects investments in rural roads to increase at a CAGR of 7.5-8.5% during FY2016 to FY2021 as compared to the previous five years due to the Government's budgetary allocation. In particular, CRISIL estimates investment under the

Pradhan Mantri Grameen Sadak Yojana ("PMGSY") scheme, a scheme to construct and upgrade 739,000 km of rural roads, to more than double during FY2016 to FY2021 as compared with the preceding five years as the Government aims to complete PMGSY three years ahead of schedule. To speed up implementation, the Government increased the budgetary allocation to by 26% to ₹190 billion in FY2017, and the Government's support rose from ₹99 billion in FY2016 to ₹151 billion in FY2016, after an infusion of ₹50 billion during the middle of the fiscal year. Funding constraints have also eased for the programme as budgetary allocations have increased. As of January 2016, 462,000 km of the total PMGSY scheme has been completed. *(Source: CRISIL Research)*

Two-Wheeler Penetration in Urban India

According to CRISIL, two-wheeler penetration in urban areas in FY2010 and FY2015 were 49% and 67%, respectively, and is estimated to grow to 78% in FY2019. Higher income deciles in urban regions have the highest two-wheeler penetration. CRISIL expects household income to grow faster in urban regions as compared to rural regions and the faster increase in urban households compared to rural households due to migration will also support two-wheeler demand. *(Source: CRISIL Research)*

CRISIL has identified the key drivers for urban demand as:

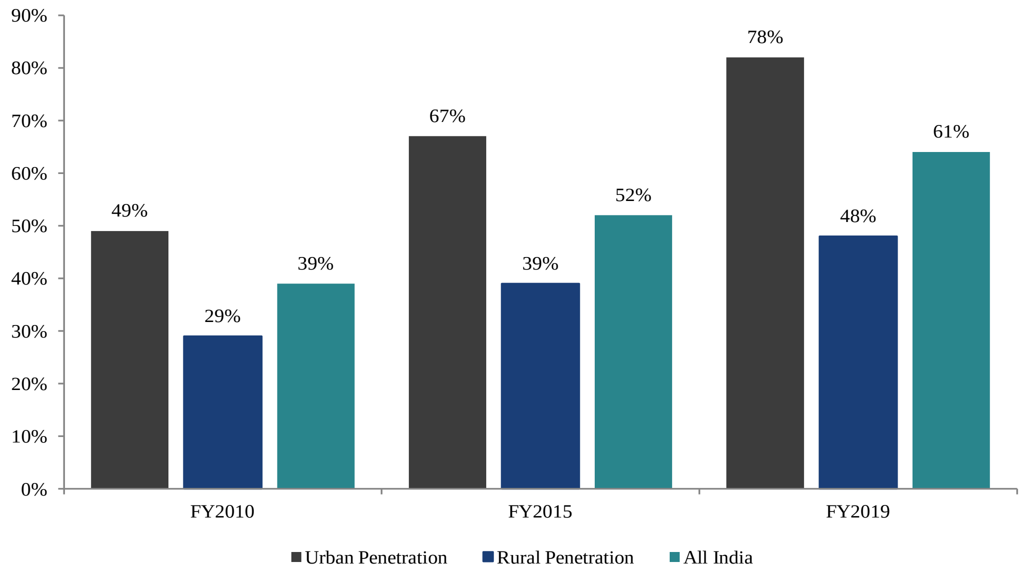
Urbanisation: Urban population in India increased from 23% of the total population in 1981 to about 31% in 2011. In the future, CRISIL expects urbanisation to be propelled by rapid growth of infrastructure, particularly transport, energy and social infrastructure, which will support manufacturing schemes, such as Make in India, and encourage greater migration to urban areas. Two-wheeler demand will remain steady from urban areas as the penetration rate of two-wheelers, particularly motorcycles, is already very high. However, the trend of having a scooter or other two-wheelers as a second vehicle will increase as road infrastructure improves. Ungeared scooters will continue to be popular among female and student consumers due to its convenience.

Cost of ownership: The cost of owning two-wheelers increased between FY2011 and FY2015, at a CAGR of 5.1%, due to higher inflation and increase in fuel prices. However, CRISIL expects the softening commodity prices and lower impact of crude oil prices to lower the cost of ownership of two-wheelers during FY2016 to FY2019 to 1-1.5% CAGR, on account of the estimated slower rise in petrol price and vehicle prices. Affordability, measured as the cost of owning a two-wheeler relative to other costs, is expected to improve faster over the next five years. *(Source: CRISIL Research)*

CRISIL expects growth in two-wheeler sales, especially motorcycles, in urban areas to be moderate over the next five years. CRISIL expects sales to slow down in an already mature market, and demand largely to be for replacement purposes. As of FY2015, urban penetration (as a percentage of addressable households) is estimated at about 67%. Growth in addressable households is expected to be limited because less than 5% of households currently lie below the threshold income level. By FY2019, CRISIL estimates about 95% of urban households will be able to afford a two-wheeler, with penetration levels at about 78%. *(Source: CRISIL Research)*

The graph below shows two-wheeler penetration levels in urban India, rural India and throughout India for the time periods indicated.

Two-wheeler Penetration Levels (%)



Source: CRISIL Research Estimates

Two-wheeler Segment Breakdown

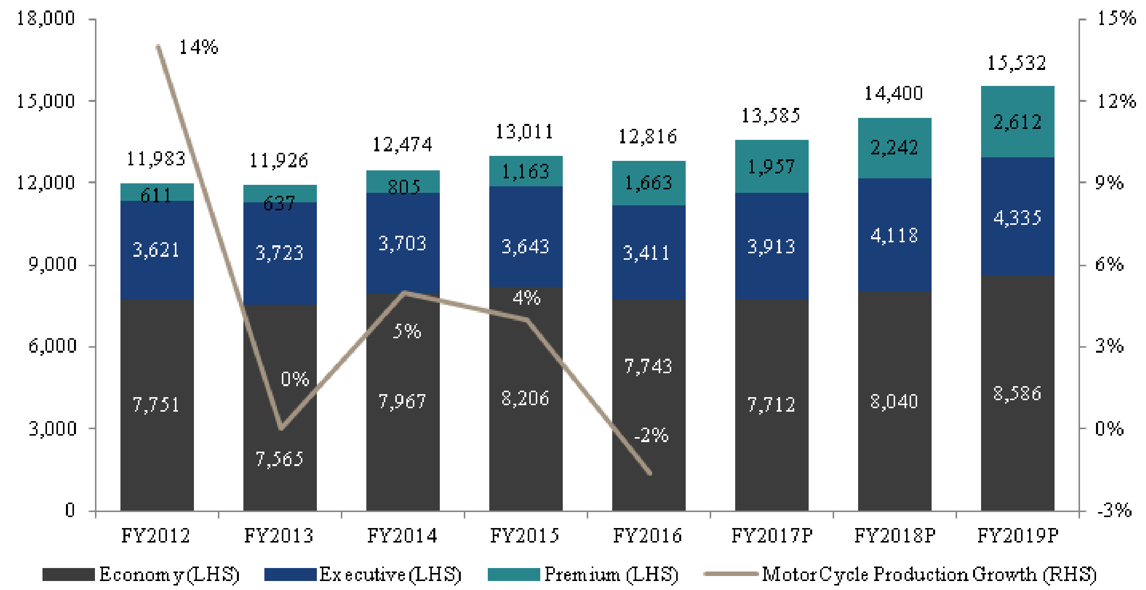
Motorcycles

Motorcycle production (accounting for around 68% of India's total two-wheelers market) grew by 1.7% CAGR between FY2012 and FY2016. Two consecutive poor monsoons in 2014 and 2015 continued to suppress rural demand, which accounts for about 46-48% of total motorcycle sales, pulling down the overall growth rate in motorcycles. Motorcycle production is expected to reach 15.5 million units by FY2019 from 12.8 million units in FY2016, based on a projected CAGR of 6-7%. Buoyed by rural demand, motorcycle production is expected to record 6-7% CAGR between FY2016 and FY2019, to around 15.5 million units. *(Source: CRISIL Research)*

Hero Moto Corp and Bajaj Auto are the market leaders, comprising 45% and 26% of the total motorcycle production in FY2016. Hero and Bajaj have a high proportion of economy segment sales, resulting in higher market shares. One of the key reasons for this is their strong sub-dealer network in rural areas. *(Source: CRISIL Research)*

The graph below shows the number of motorcycles produced according to the economy, premium and executive segments for the time periods indicated.

Historical and Projected Motorcycle Production (in '000 volume terms)



Source: SIAM, CRISIL Research

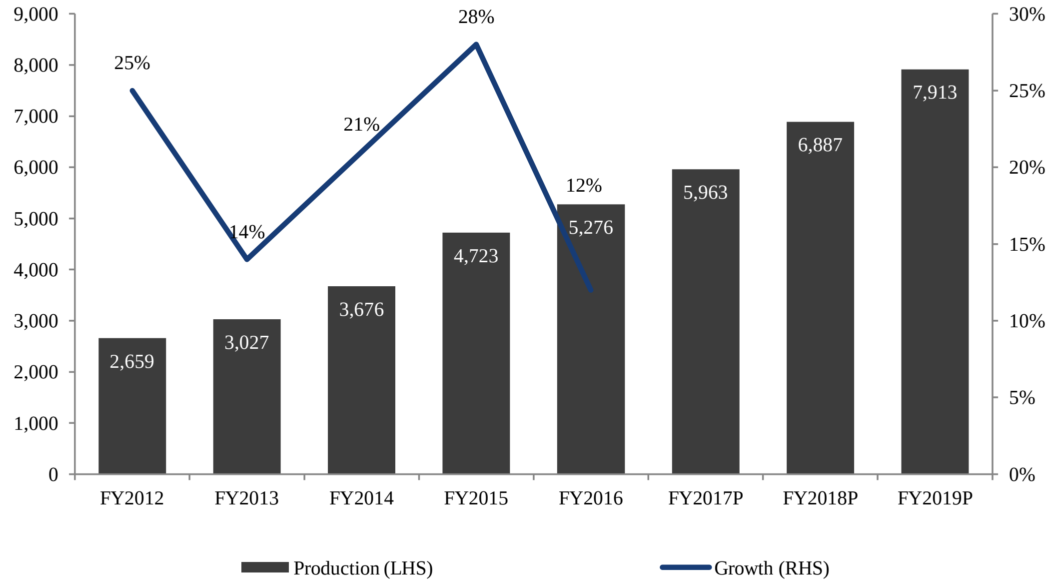
Scooters

Between FY2012 and FY2016, scooter production grew at 18.6% CAGR, compared to the 5.1% CAGR of the two-wheeler industry during the same period. This is mainly driven by the demand for ungeared scooters, which are easier to use and have powerful engines. The share of scooters in total domestic two-wheeler sales volume from FY2011 to FY2016 nearly doubled from 17.5% to 30.6%. CRISIL expects scooters to be the fastest growing segment and is likely to record a 14-15% CAGR growth during FY2016 to FY2019, with scooter production to reach 7.9 million units by FY2019. This is driven largely by manufacturers' focus on urban markets, expansion in distribution network in semi-urban and rural areas, model launches and better product positioning. *(Source: CRISIL Research)*

Honda is the leading player in scooters, representing 57% of overall production, with its Activa model being the largest selling scooter.

The graph below shows the number of scooters produced for the time periods indicated and the growth in scooter production for the time periods indicated.

Historical and Projected Scooter Production (in '000 volume terms)



Source: SIAM, CRISIL Research

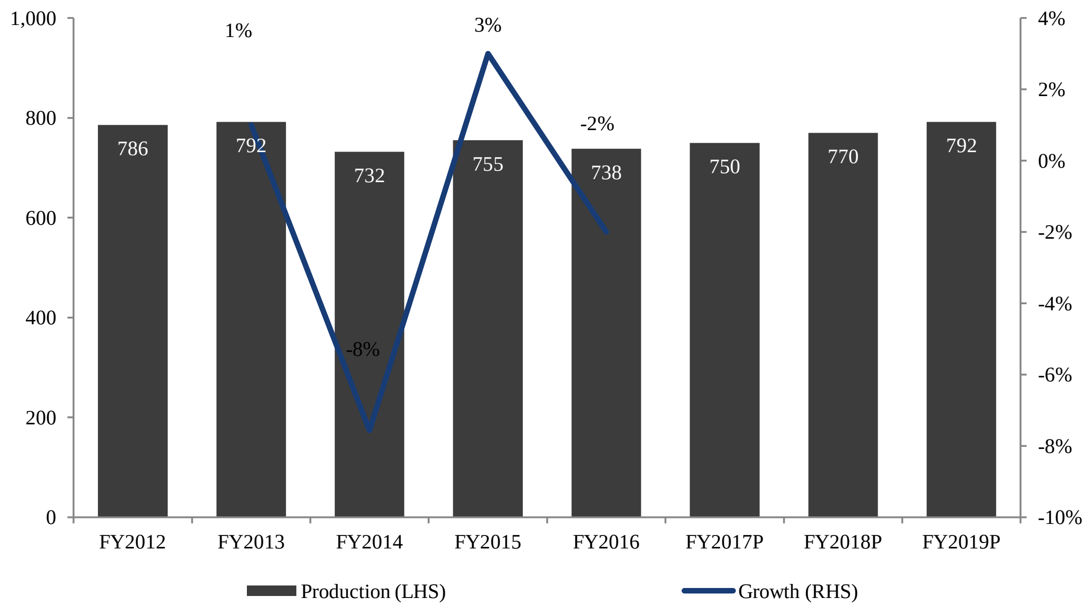
Mopeds

The demand for mopeds mainly comes from small businessmen, shopkeepers and farmers in rural and semi-urban areas. In recent years, sales have also been a function of improved supply. Between FY2012 and FY2016, moped sales declined at 1.6% CAGR and contributed about 4% to domestic two-wheeler production in FY2016. Majestic Auto and Kinetic Motors have shut down their moped business operations over the last few years, making TVS Motors the only player in the segment. TVS Motors has been expanding its distribution network since FY2011, which will drive up sales over the long term. CRISIL expects subdued growth for the next two years because of rural distress. *(Source: CRISIL Research)*

CRISIL expects moped production growth to slow to 2-4% annually during FY2016 to FY2019 as the rise in disposable income shifts demand to commuter motorcycles. *(Source: CRISIL Research)*

The graph below shows the number of mopeds produced for the time periods indicated and the growth of moped production for the time periods indicated.

Historical and Projected Moped Production (in '000 volume terms)



Source: SIAM, CRISIL Research

The Three-Wheeler Industry in India

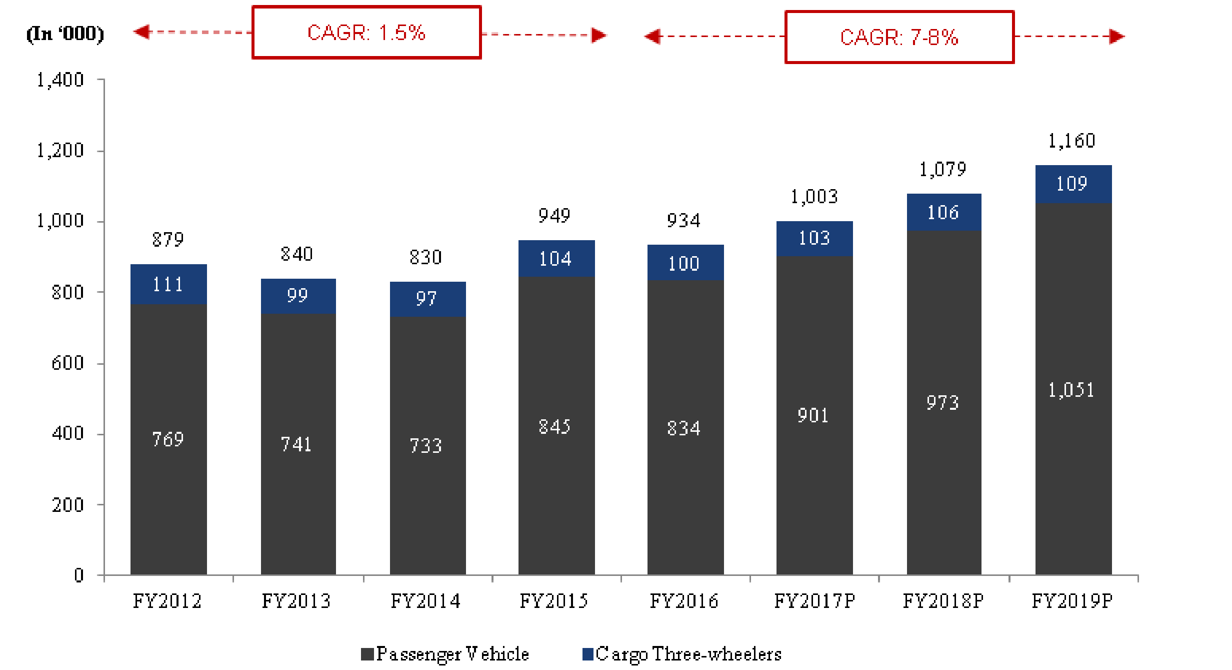
India's three-wheeler industry comprises of passenger three-wheelers and cargo three-wheelers. CRISIL has identified industrial demand as a key growth driver for the three-wheeler industry. CRISIL expects consumption to pick up in FY2017 as a result of lower commodity prices, inflation (which improves real purchasing power) and softer interest rates (to stimulate demand). CRISIL believes that these factors will provide the much needed trigger for growth as capacity utilisation remains low. In addition, CRISIL expects the Pay Commission Payouts to boost consumption and support growth, as this will add to disposable incomes which will lead to increased spending. CRISIL expects industrial growth to improve as measures taken by the Government to improve ease of doing business, attract foreign direct investment and reduce bureaucratic red tape will support industrial activity.

Overview in Production

India has emerged as the largest three-wheeler industry in terms of production, with a large domestic market and export base. In FY2016, India’s three-wheeler production volume was 933,950. Over the past five years, India’s three-wheeler production has grown at 3% CAGR, with steadily rising exports as well as domestic demand. CRISIL estimates overall three-wheeler production to grow at a CAGR of 7-8% during the period of FY2016 to FY2019. This domestic growth will primarily be driven by passenger three-wheeler sub-segment. Passenger three-wheeler vehicle growth will largely be a result of increasing mobility demand for last-mile connectivity, increasing urbanization and penetration of passenger three-wheelers in rural areas. The sales of the passenger sub-segment will also be influenced by the issuance of permits by the Government. The demand for compressed natural gas ("**CNG**") based three-wheelers is also expected to grow as cities with CNG infrastructure are pushing for CNG based vehicles and more cities are expected to adopt CNG technology. *(Source: CRISIL Research)*

The graphs below show the number of three-wheelers produced according to passenger three-wheelers and cargo three-wheelers segments for the time periods indicated.

Historical and Projected Three-wheeler Production (in '000 volume terms)



Source: CRISIL Research

In FY2016, exports accounted for 43% of the total three-wheeler production, with almost 99% of theses exports being accounted for by the passenger three-wheeler segment. The domestic market grew largely on account of increasing demand for transportation infrastructure in metropolitan areas and major cities, thus improving penetration in Tier-III and Tier-IV towns and rural areas, and steadily increasing availability of funding through organised channels. *(Source: CRISIL Research)*

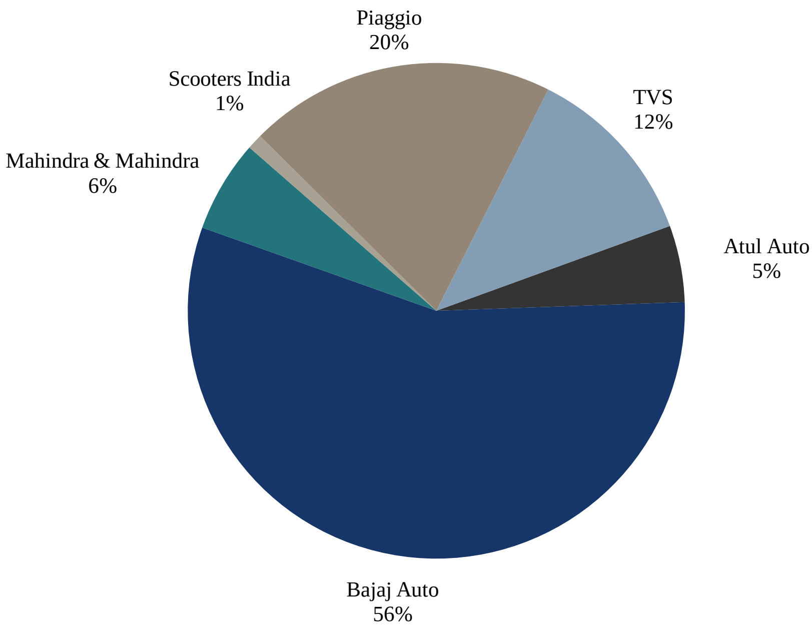
The passenger three wheeler segment accounts for almost 90% of domestic three-wheeler industry sales, with the cargo three-wheeler segment accounting for the remaining 10%. With annual production volumes of around 100,000 units in FY2016, the cargo three-wheelers segment accounts for almost one-tenth of domestic three-wheelers production. Unlike the passenger vehicle segment, which has grown steadily over the past decade, the demand for cargo three-wheelers declined by 4% in the previous year. *(Source: CRISIL Research)*

Demand for cargo three-wheelers in the domestic market has declined due to competition from small commercial vehicles ("SCVs"). SCVs can substitute large three-wheelers given their capacity to carry loads beyond the stated capacity, run on longer routes, have better balance and greater cost-efficiency. However, CRISIL expects the demand for cargo three-wheelers to sustain with increasing last mile connectivity in rural areas. *(Source: CRISIL Research)*

Bajaj Auto and Piaggio Vehicles are the largest manufacturers in the three-wheelers market, with a combined share of almost 80%. Bajaj Auto is the largest player in the segment, with a market share of almost half of the total three-wheeler production as of FY2016. *(Source: CRISIL Research)*

The chart below shows the competitive landscape among three-wheeler manufacturers in FY2016.

OEM-wise Production (FY2016)



Source: CRISIL Research

The Two-wheelers and Three-wheelers Automotive Components Industry in India

Overview

Production of automotive components is driven by consumption from OEMs, exports and the replacement market. In FY2015, automotive component consumption in India (in terms of OEMs, exports and the replacement market) was ₹2,556 billion. OEMs accounted for nearly two-thirds of this consumption with 64.2%, followed by exports with 18.4% and the replacement market of 17.4%. OEM demand can be further segregated on the basis of vehicle segments. Among OEMs, cars and utility vehicle manufacturers remain the largest consumers. *(Source: CRISIL Research)*

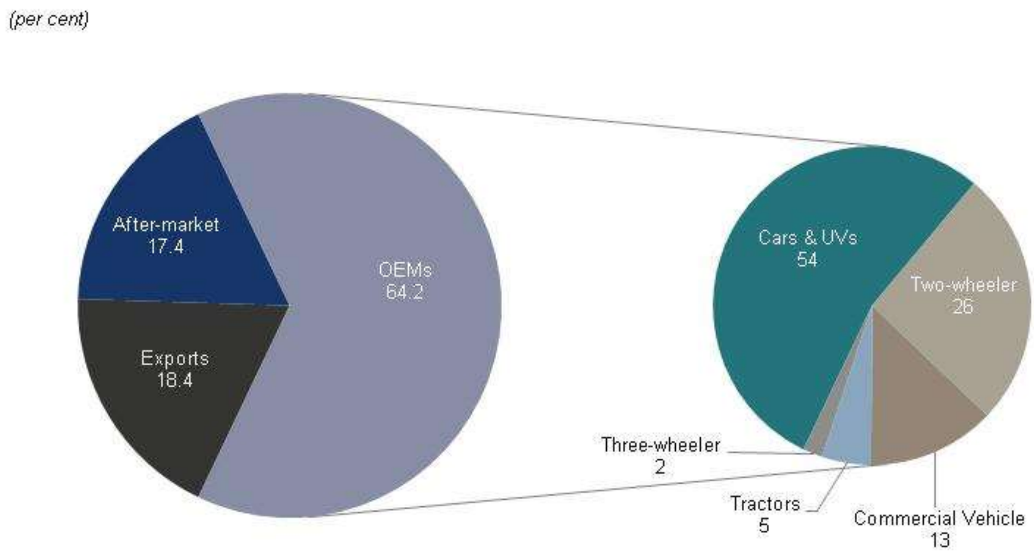
The table below shows the size and growth of the automotive components industry for the time periods indicated.

Size and growth of the Automotive Components Industry

	FY2013			FY2014		FY2015		FY2016 E		FY2017 P	
	Proportion of total	Size (₹ billion)	Growth	Size (₹ billion)	Growth	Size (₹ billion)	Growth	Size (₹ billion)	Growth	Size (₹ billion)	Growth
					Domestic production						
- (A) OEM	68%	1,506	2%	1,440	-4%	1,526	6%	1,617	5-7%	1,779	9-11%
- (B) Replacement ...	16%	357	7%	373	4%	403	8%	439	8-10%	474	7-9%
- (C) Exports...........	16%	345	3%	400	16%	446	11%	463	3-5%	496	6-8%
Domestic production (A+B+C)............	**100%**	**2,208**	**3%**	**2,213**	**0%**	**2,375**	**7%**	**2,520**	**5-7%**	**2,749**	**8-10%**
- (D) Imports...........		567	12%	581	3%	627	8%	671	6-8%	711	5-7%
Domestic consumption (A+B+D)............		**2,430**	**5%**	**2,394**	**-1%**	**2,556**	**7%**	**2,727**	**6-8%**	**2,964**	**8-10%**

Source: Automotive Component Manufactures Association of India ("ACMA"), CRISIL Research

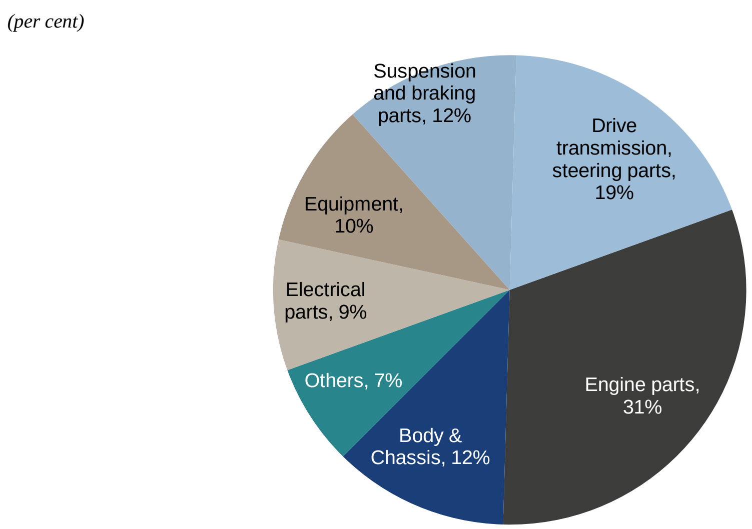
Automotive Component Consumption in India in FY2015 in Value Terms (₹ 2,556 billion)



Source: ACMA, CRISIL Research

Engine parts have the biggest share in auto components production, followed by drive transmission, steering parts and brake parts. Of the overall OEM production of approximately ₹1,600 billion in FY2015, two-wheelers and three-wheelers together accounted for about ₹400-450 billion. Further, within two-wheelers and three-wheelers vehicle segments, aluminium castings, alloy wheels, transmission components, brake assembly and suspension account for about 45-47% of the total auto-component demand. *(Source: CRISIL Research)*

Segment-wide production break-up in FY2015 (₹ 3,002 billion)



Source: ACMA, CRISIL Research

Key Automotive Components for Two-Wheelers and Three-Wheelers in India

The key automotive components for OEM production demand of two-wheelers and three-wheelers in India include automotive castings, alloy wheels, braking systems, transmission and suspension.

Automotive casting

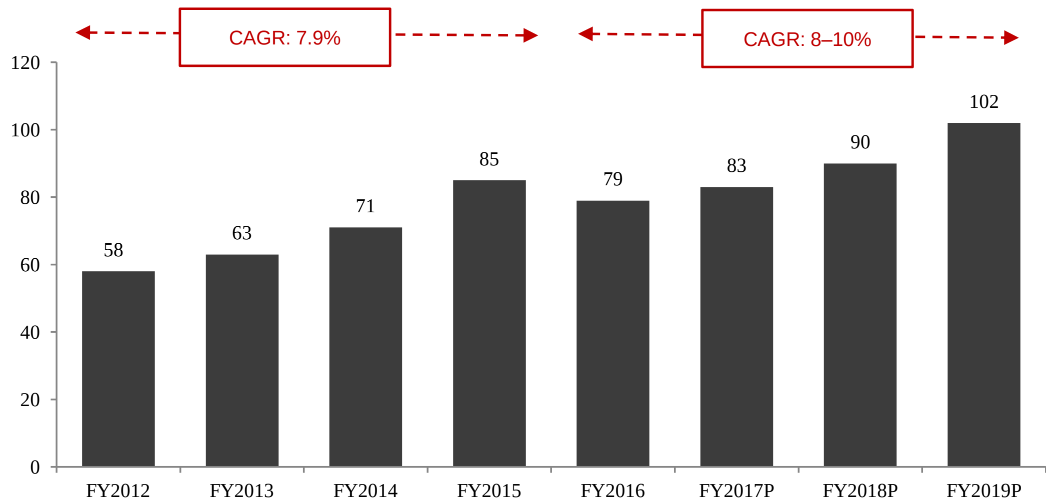
The automotive castings industry includes automotive components manufactured through the process of metal casting. Castings can be ferrous and non-ferrous and are used in varied applications in the automobile industry. The wide application of castings is due to the complex shapes achieved through a single piece of metal. This eliminates the need for assembling a number of separate parts together and reduces the cost of assembly and the cost of maintaining an inventory of a number of separate metal parts. Some examples of automotive castings include cylinder head, cylinder block, brake drums and housings for different applications, including clutch housing and flywheel housing. *(Source: CRISIL Research)*

According to CRISIL, as of FY2016, the market size for aluminium castings used in two-wheelers and three-wheelers produced in India is approximately ₹78.5 billion. In value terms, aluminium castings account for about 18-19% of the total two-wheelers and three-wheelers automotive components market. Despite an increase in volumes in terms of value in FY2016, the castings market fell due to a dip in aluminium prices of about 13-15%. Based on that, CRISIL expects the market size of aluminium castings to grow at 8-10% CAGR from the period FY2016-FY2019. In FY2019, the market size of aluminium castings for two-wheelers and three-wheelers produced in India is projected to be approximately ₹102 billion. *(Source: CRISIL Research)*

According to CRISIL, the production volume for aluminium castings has grown from 230,000 tonnes in FY2012 to 283,000 million tonnes in FY2016 with a CAGR of 5.3%. CRISIL estimates aluminium castings volume for two-wheelers and three-wheelers to grow at a CAGR of 8-10% between FY2016 and FY2019 due to increases in two-wheeler and three-wheeler demand. Raw material prices are expected to remain flat due to weak global demand for aluminium. However, manpower and other overhead costs are expected to exert pressure on prices. The average realization per kg aluminium casting is expected to increase by 0-2% CAGR over the next three years. *(Source: CRISIL Research)*

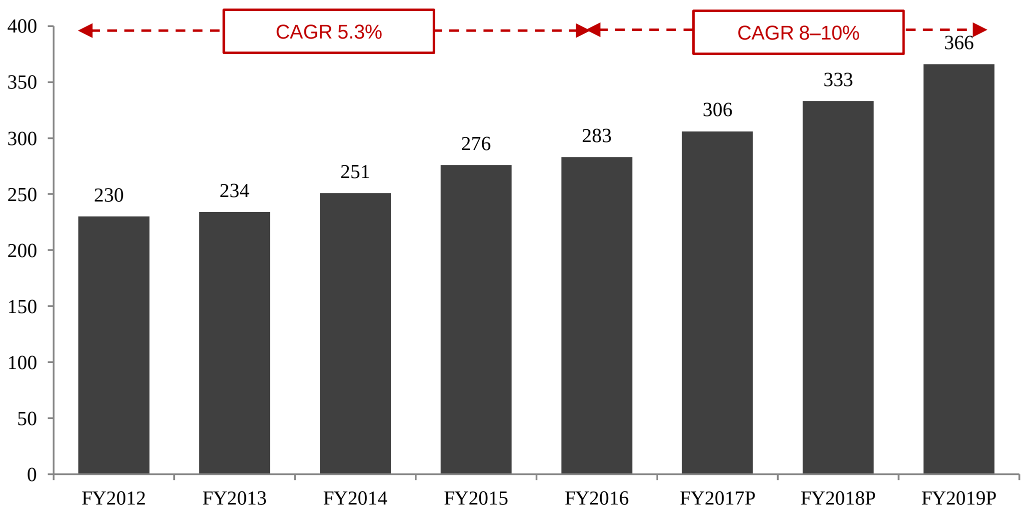
The graphs below show the value and volume of OEM aluminium die-castings for the time periods indicated.

Historical and Projected Value of OEM Aluminium Castings (₹ billion)



Note: Market sizing only considers 2W and 3W segment
Source: CRISIL Research

Historical and Projected Volume of OEM Aluminium Castings (in '000 tonnes)



Note: Market sizing only considers 2W and 3W segment
Source: CRISIL Research

Competition

The aluminium castings segment is marked by the presence of three to four large players that cater to the majority of the market as well as a number of small fragmented players. Endurance Technologies Limited, Rockman Industries, Sundaram-Clayton and Rico Auto are the leading players in the aluminium castings segment that cater to the OEMs. *(Source: CRISIL Research)*

Alloy wheels

An alloy wheel is an aluminium casting product that acts as a replacement for steel spoke wheels in two-wheelers as they are lighter in weight and help in better braking, cornering and stability. Alloy wheels have gained popularity over time, with increasing penetration in the motorcycle market and scooters market of approximately 70% as of FY2016. *(Source: CRISIL Research)*

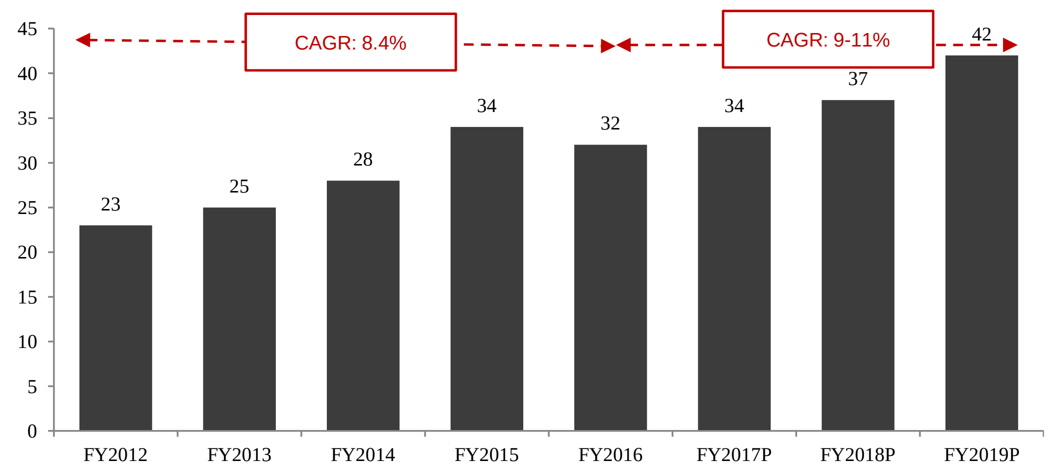
Despite an increase in alloy wheel volume in FY2016, the value of the alloy wheels market in FY2016 decreased as a result of a dip in aluminium prices by about 13-15%. CRISIL estimates the market size for alloy wheels used in two-wheelers produced in India in FY2016 to be around ₹32 billion, accounting for roughly 7% of the two-wheelers and three-wheelers automotive components market. CRISIL projects the value of the alloy wheels market to be ₹42 billion in FY2019.

According to CRISIL, the production volume for alloy wheels has grown from 20.7 million units in FY2012 to 27.0 million units in FY2016, a CAGR of 6.9%. CRISIL estimates the volumes of alloy wheels to grow at a CAGR of 9-11% between FY2016 and FY2019 due to increasing affordability of two-wheelers, higher demand for two-wheelers in rural areas due to rising income levels, improvement in road connectivity, increasing urbanization and improved finance penetration. CRISIL expects the penetration of alloy wheels to improve by 7-10% over FY2017 to FY2019. *(Source: CRISIL Research)*

CRISIL expects raw material prices to remain flat due to weak global demand of steel. However, manpower, power and fuel, other manufacturing expenses, consumables and other overhead costs are expected to exert pressure on prices. The average realization per alloy wheel is expected to increase by 2-4% CAGR over the next three years. *(Source: CRISIL Research)*

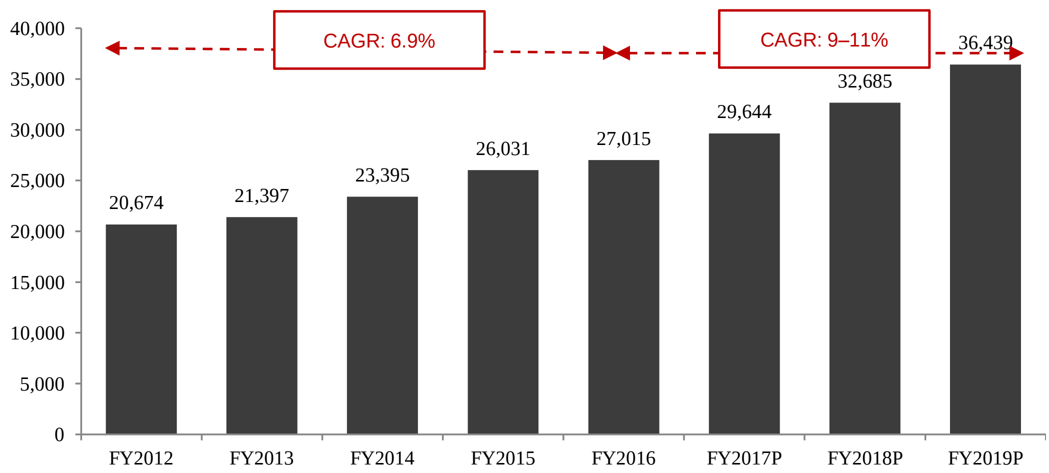
The graphs below show the value and volume of alloy wheels for the time periods indicated.

Historical and Projected Value of Alloy Wheels (₹ billion)



Source: CRISIL Research

Historical and Projected Volume of Alloy Wheels (in '000 units)



Source: CRISIL Research

Competition

The two-wheeler alloy wheel segment is marked by the presence of two to three large players which cater to the OEM market. Endurance Technologies Limited, Rockman Industries and Enkei Wheels are the leading players in the segment. The OEM market is also catered by imports from manufacturers in China. *(Source: CRISIL Research)*

Braking Systems

Automotive braking systems are components that help a vehicle slow down by changing its kinetic energy to heat through friction and pressure. There are two types of braking systems: drum brakes systems and disc brakes systems. In addition to brake assemblies, automotive braking systems also comprise of several components like pedals, boosters, master cylinders, combo valves, and lines. *(Source: CRISIL Research)*

The market size discussed below is for both drum brake assemblies (exclusive of drum, since drum is an integrated part of the wheel) and disc brake assemblies (inclusive of disc, since disc is not a part of the wheel) for two wheelers. Pedals, boosters, master cylinders, combo valves, liners and such other components are not considered major components of a braking system and as a result, are not discussed.

Drum Brakes and Disc Brakes

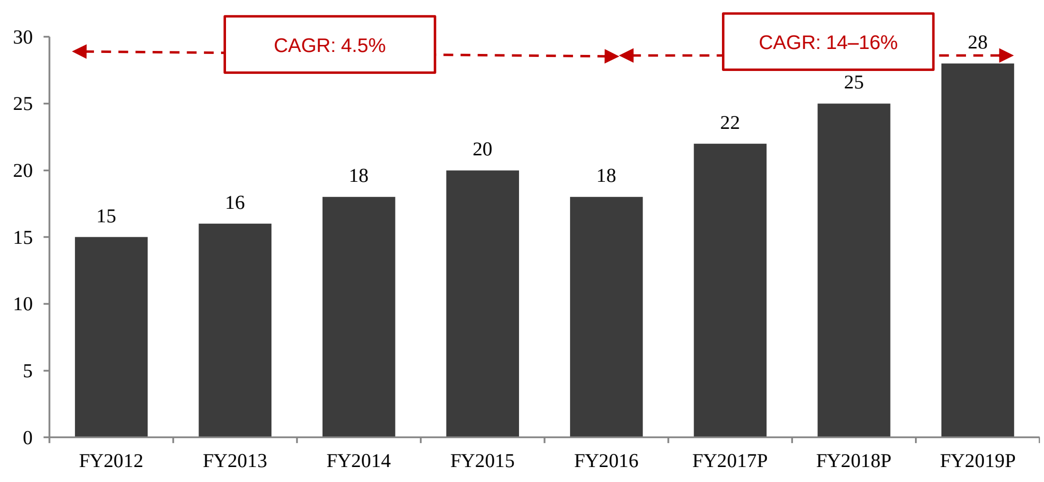
As of FY2016, the current market size in terms of production for braking systems used in two-wheelers and three-wheelers produced in India is around ₹18 billion. This accounts for about 4-5% of the two-wheelers and three-wheelers automotive component market. Despite an increase in the production volume of braking systems in FY2016, the decrease in the value of the braking systems market in FY2016 is a result of a dip in iron and steel prices by about 15-18%. Based on that, the market size by value of braking systems is expected to grow at 14-16% CAGR over the next three years. In FY2019, the market size of braking systems for two-wheelers and three-wheelers produced in India is projected to be around ₹28 billion. *(Source: CRISIL Research)*

According to CRISIL, the production volume of braking systems has grown from 33.5 million units in FY2012 to 40.4 million units in FY2016, a CAGR of 4.8%. The volume of braking systems is estimated to grow at a CAGR of 8-10% between FY2016 and FY2019. CRISIL attributes this growth to the rise in overall two-wheelers demand, which is expected to increase by 8-10% CAGR during FY2016 to FY2019, increasing urbanization, rising income levels, improved finance penetration and higher penetration of disc brakes. *(Source: CRISIL Research)*

CRISIL expects raw material prices to remain flat due to weak global demand of steel. However, manpower and other overhead costs are expected to exert pressure on prices. The average realization per braking system is expected to increase by 2-4% CAGR over the next three years. CRISIL expects the mandatory introduction of the ABS and the CBS in FY2020 to increase the prices for overall brake assemblies by about ₹500-550 for motorcycles below 125 cc two-wheelers. CRISIL estimates the average realisations for the premium segment (motorcycles above 150cc) to increase by about ₹ 8,000-10,000. This will result in sharp increase in the overall market size. *(Source: CRISIL Research)*

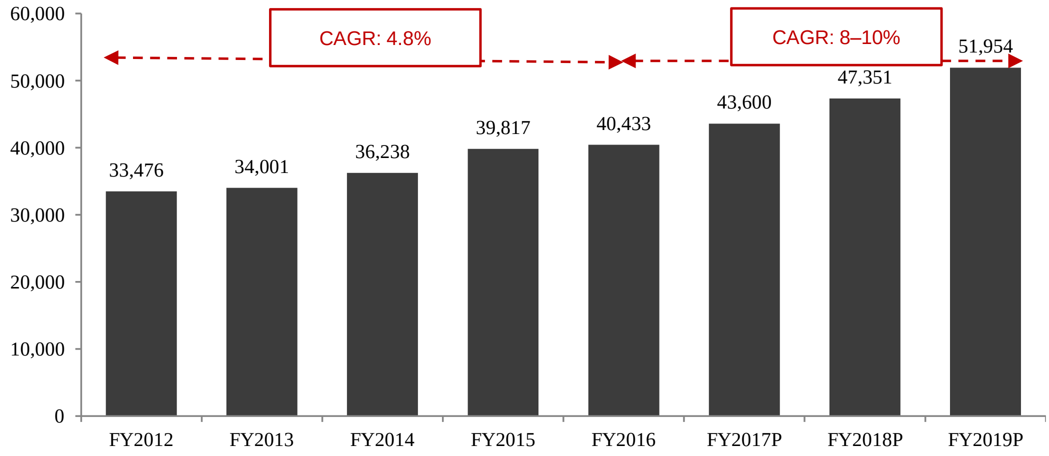
The graphs below show the value and volume of braking systems for the time periods indicated.

Historical and Projected Value of Braking Systems (₹ billion)



Note: Market sizing only considers two-wheeler and three-wheeler segments
Source: CRISIL Research

Historical and Projected Volume of Braking Systems (in '000 units)



Note: Market sizing only considers two-wheeler and three-wheeler segments
Source: CRISIL Research

Competition

The braking system segment is marked by two to three large players, which cater to the disc brakes and drum brakes assembly markets separately. Endurance Technologies Limited, Brembo and Nissin are the leading players that cater to disc brake assembly sub-segment for OEMs. Endurance Technologies Limited, ASK Auto, and Allied Nippon cater to the drum brake assembly sub-segment for OEMs. Several leading global names like Bosch and Continental manufacture ABSs while most existing players manufacture CBSs. *(Source: CRISIL Research)*

Suspension

Suspension in two-wheelers and three-wheelers help in handling and braking. The volume of production of shock absorbers and front forks is a factor of vehicle production levels. Two-wheelers typically contain a pair of fork tubes for the front suspension, with one or two shock absorbers for the rear suspension. Three-wheelers typically contain two rear shock absorbers and a solo-arm shock absorber at the front. Two-wheelers contribute the highest in terms of volume among the two segments. The market size discussed considers an entire front fork as one unit and individual shock absorber as one unit. *(Source: CRISIL Research)*

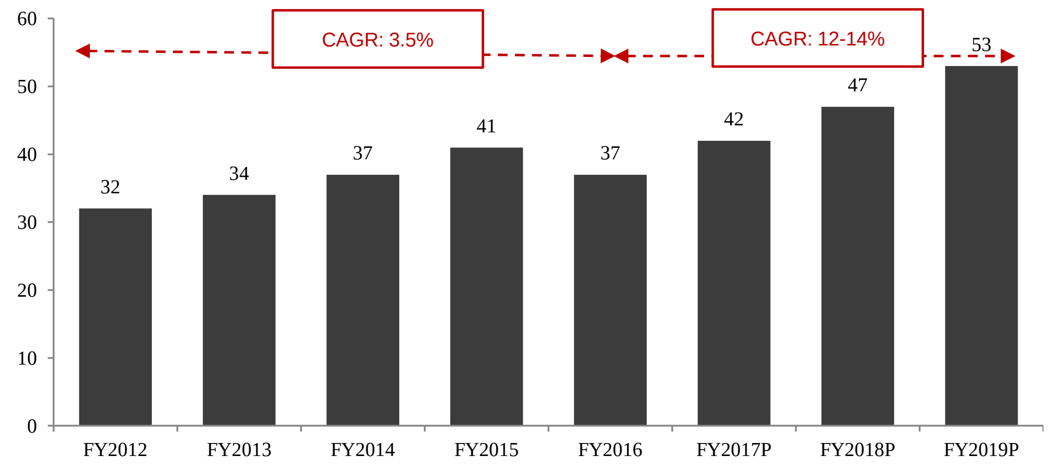
The current market size in terms of production by value for shock absorbers and front forks used in two-wheelers and three-wheelers produced in India is around ₹37 billion. Despite an increase in the production volume of shock absorbers and front forks in FY2016, the decrease in the value of the suspension market in FY2016 is a result of a dip in iron and steel prices by about 15-18%. The market size for shock absorbers and front forks is expected to grow at 12-14% CAGR over the next three years based on projections of volume and average price realisation. In FY2019, the market size for shock absorbers and front forks for two-wheelers and three-wheelers produced in India is projected to be around ₹53 billion. *(Source: CRISIL Research)*

According to CRISIL, shock absorber and front fork volumes has grown from 31.9 million units in FY2012 to 38.8 million units in FY2016, a CAGR of 5%. Shock absorber and front fork volumes are estimated to grow at CAGR of 8-10% between FY2016 and FY2019 based on increasing affordability, higher two-wheeler demand in rural areas and urban areas, rising income levels, increasing urbanization and improved finance penetration. *(Source: CRISIL Research)*

Raw material prices are expected to remain flat due to weak global demand of steel. However, manpower and other overhead costs are expected to exert pressure on prices. The average realization per shock absorber and front fork is expected to increase by 2-4% CAGR over the next three years. *(Source: CRISIL Research)*

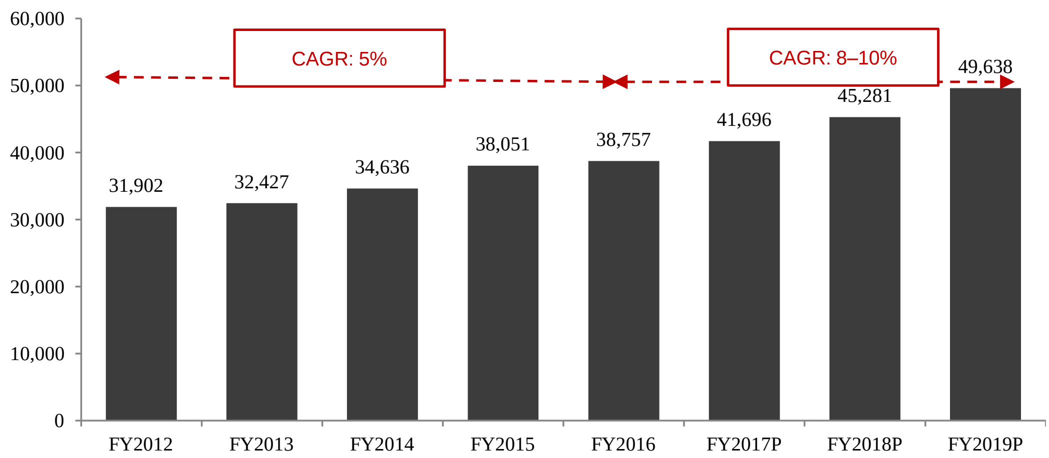
The graphs below show the value and volume of front forks and shock absorbers for the time periods indicated.

Historical and Projected Shock Absorbers and Front Forks Value (₹ billion)



Source: CRISIL Research

Historical and Projected Shock Absorbers and Front Forks Volume (in '000 units)



Source: CRISIL Research

Competition

The suspension segment is marked by the presence of three to four large players, which cater to a majority of the OEM market. Munjal Showa, Gabriel India, Endurance Technologies Limited and Showa India are the leading players in this segment. *(Source: CRISIL Research)*

Transmissions

Transmissions in two-wheelers and three-wheelers help transmit power developed by the engine to the driving wheels. The transmission system is generally classified into two categories – clutch assemblies and continuously variable transmissions ("CVTs"). The volume of production of clutch assemblies and CVTs is dependent on vehicle production as well as the gear system. For a two-wheeler, the clutch assembly is used if the vehicle has a gear system, whereas CVTs are used in non-gear vehicles. In three-wheelers, there is a gear system, so only clutch assemblies are used. Two-wheeler transmission contributes about 96% of the overall transmission market in terms of value. *(Source: CRISIL Research)*

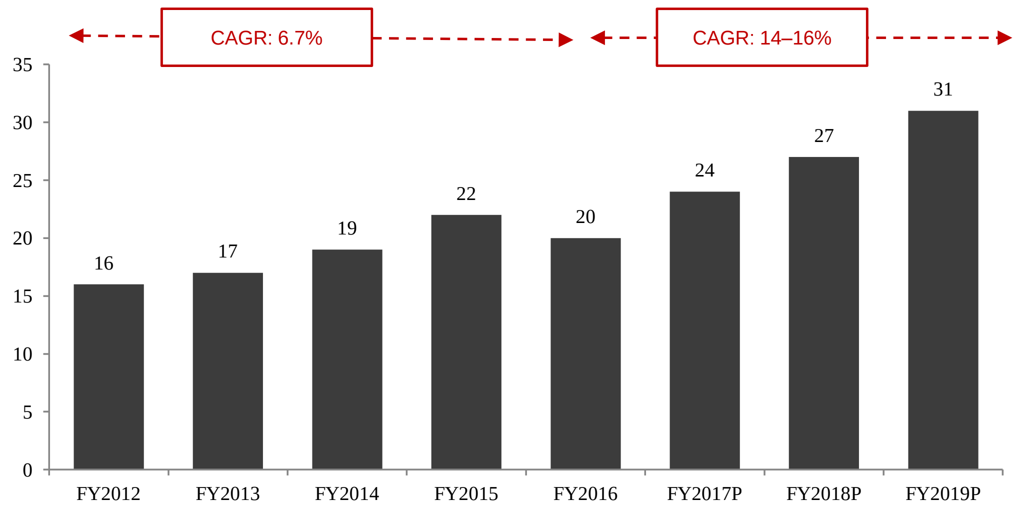
The current market size in terms of production for transmission systems used in two-wheelers and three-wheelers produced in India is around ₹20.3 billion, accounting for about 4-5% of the two-wheelers and three-wheelers automotive component market. Despite an increase in the production volume of braking systems in FY2016, the decrease in the value of the braking systems market in FY2016 is a result of a dip in iron and steel prices by about 15-18%. Two-wheelers contribute the highest in terms of volume among the two segments. The market size of transmission systems is expected to grow at 14-16% over the next three years based on projections of volume and average price realisation. In FY2019, the market size for transmission systems for two-wheelers and three-wheelers produced in India is projected to be around ₹31 billion. *(Source: CRISIL Research)*

According to CRISIL, transmission system volumes grew from 16.3 million units in FY2012 to 19.8 million units in FY2016, a CAGR of 4.9%. Transmission system volumes are estimated to grow at a CAGR of 8-10% between FY2016 and FY2019 as a result of the rising affordability of two-wheelers, higher two-wheeler demand in rural and urban areas, increase in income levels, improvement in road connectivity, increasing urbanization and improved finance penetration. An increase in demand for scooters is expected to drive CVT volume growth. *(Source: CRISIL Research)*

Raw material prices are expected to remain flat due to weak global demand of steel. However, manpower and other overhead costs are expected to exert pressure on prices. The average realization per clutch assembly and CVT is expected to increase by 2-4% CAGR over the next three years. *(Source: CRISIL Research)*

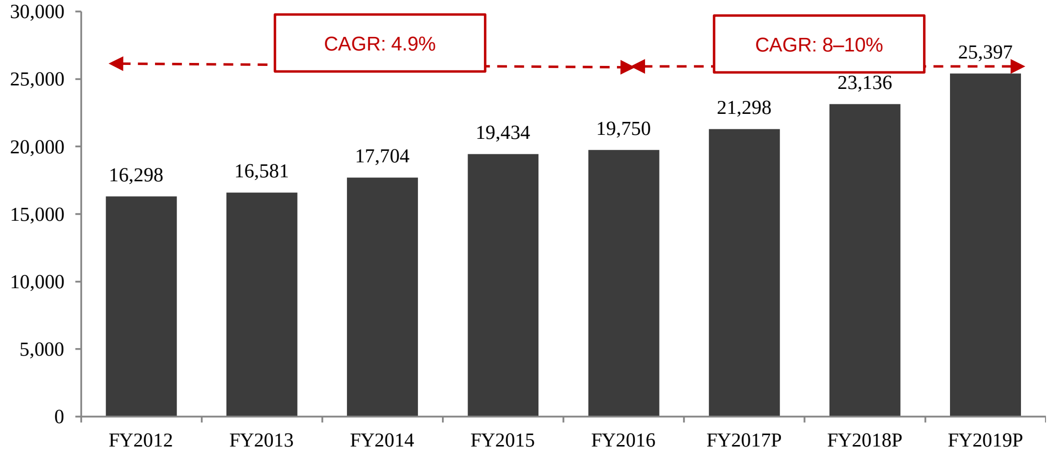
The graphs below show the value and volume of transmission systems for the time periods indicated.

Historical and Projected Transmission Systems Value (₹ billion)



Source: CRISIL Research

Historical and Projected Transmission Systems Volume (in '000 units)



Source: CRISIL Research

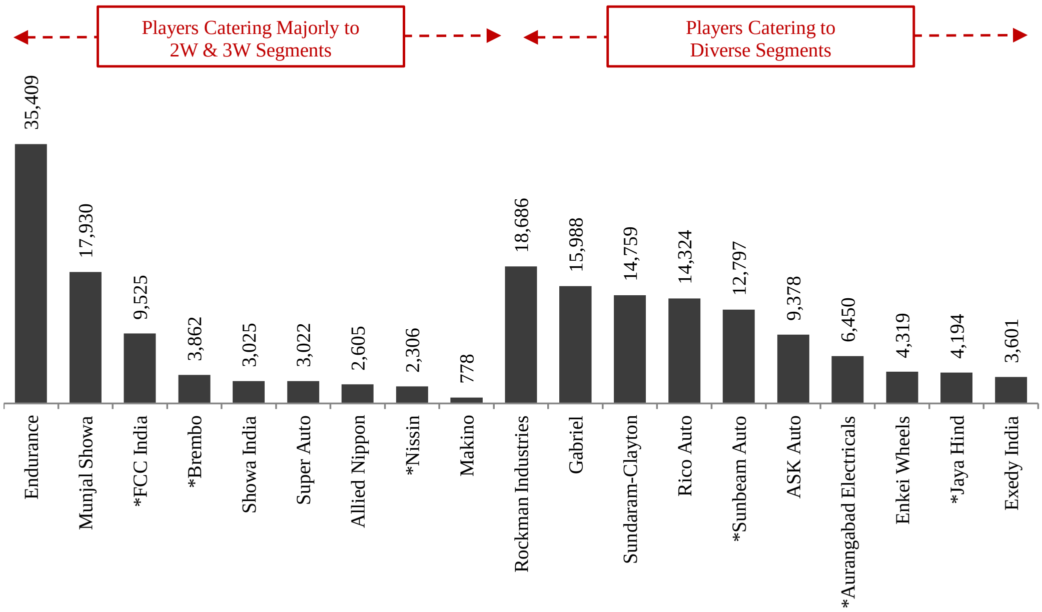
Competition

Competition in the transmissions segment is marked by the presence of three large players catering to a majority of the OEM market. Endurance Technologies Limited, FCC Clutch India and Exedy India Ltd are the leading players in the segment. *(Source: CRISIL Research)*

Key Players in the Automotive Component Industry in India

The structure of the auto components market for the Original Equipment ("OE") business is highly organized, with few large players present in each of the different auto-component segments with varied dominance. The performance of players in this industry are largely influenced by their long term relationships established with the OEMs. The table below shows the FY2015 revenues of key players in certain automotive component segments.

Annual Revenue for FY2015 of Key Players in Identified Auto-components Segments (₹ million)



***Revenue from FY2014**

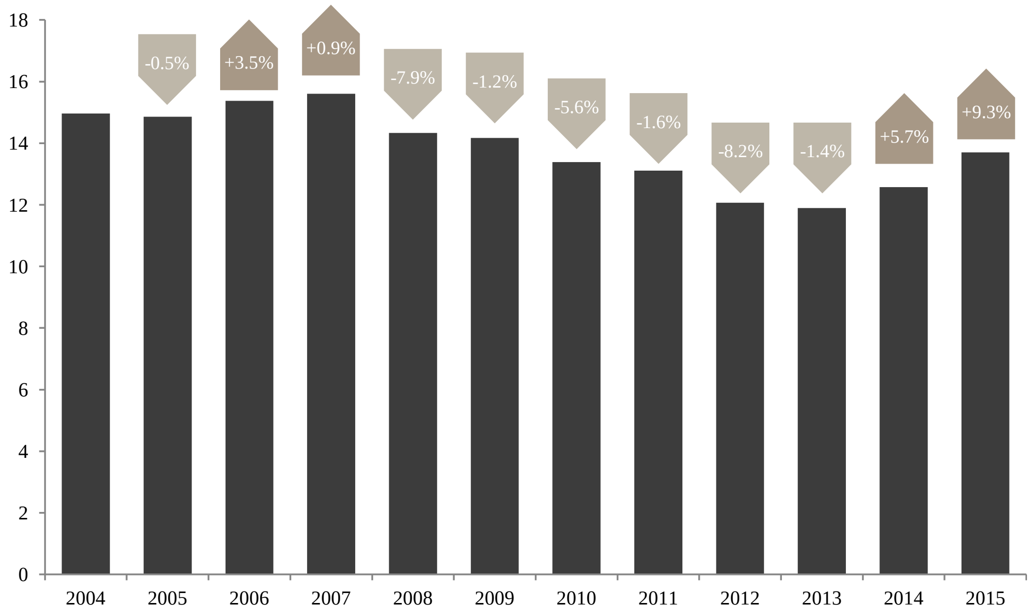
Source: CRISIL Research

The Passenger Vehicle Industry in the European Union

Although passenger vehicle registrations in the European Union ("EU") have decreased steadily since 2008, the number of passenger vehicle registrations has grown since 2014. According to the ACEA, there were 13.7 million new passenger cars registered in the EU in 2015. Nevertheless, the current level is only now passing levels of passenger cars registered in 2010, immediately after the economic crisis. *(Sources: European Automobile Manufacturers Association (ACEA), The Automobile Industry Pocket Guide 2016-2017 (the "ACEA Report") and ACEA, Economic and Market Report: EU Automotive Industry Quarter 4 2015 (the "ACEA Q42015 Economic and Market Report")*

The graphs below show the number of new passenger car registrations in the EU over the time periods indicated and the number of new passenger car registrations in the five major EU markets for the time periods indicated.

New Passenger Car Registrations in the EU (in million units, % change/2004-2015)



Source: ACEA Report

Top 5 New Passenger Car Registrations in the EU

	2015	2014	% change 15/14
Germany	3,206,042	3,036,773	+5.6
United Kingdom	2,633,503	2,476,435	+6.3
France	1,917,226	1,795,885	+6.8
Italy	1,574,872	1,360,578	+15.8
Spain	1,034,232	855,308	+20.9
EU (excluding Malta)	13,713,526	12,551,204	+9.3

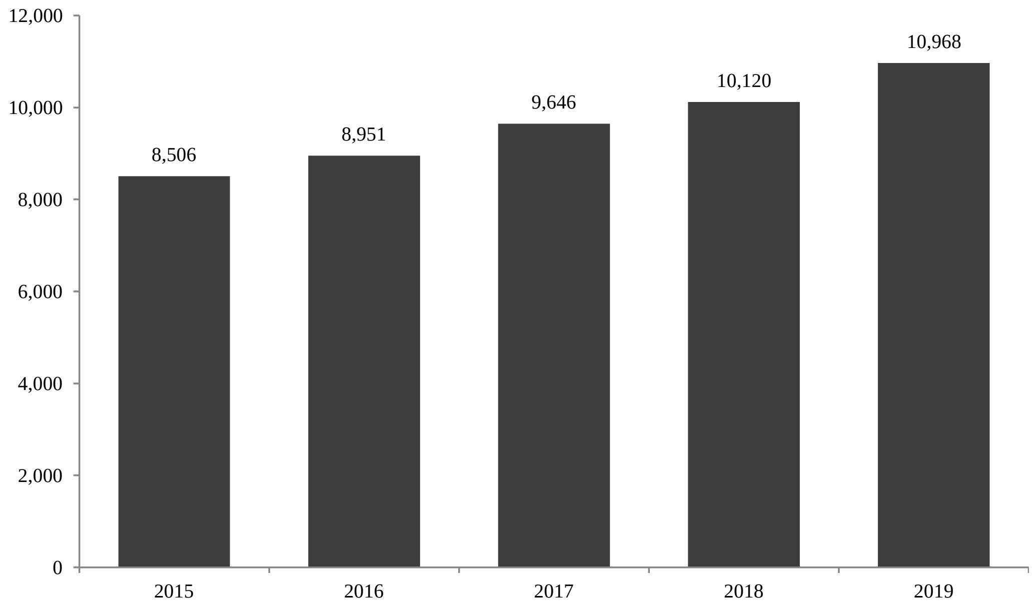
Source: ACEA Q42015 Economic and Market Report

European Automotive Die-Casting Industry

With new capital investments, anticipated economic stability and expected political reforms, the die-casting industry in Europe is estimated to experience a stable growth. Mordor expects the European automotive parts die-casting market revenue to reach USD 10,968 million by 2019 from the current estimates of USD 8,506 million in 2015 *(Source: Mordor Intelligence, Europe Automotive Parts Die Casting Market (2016-2021), May 2016 (the "Mordor Report"))*, growing at a CAGR of 6.6%.

The graph below shows the revenue of the European automotive parts die-casting market for the time periods indicated.

Europe Automotive Parts Die-casting Market Revenue (in USD million)



Source: Mordor Intelligence Analysis

Key Growth Drivers of the European Automotive Die-Casting Industry

The European automotive die-casting market is driven by the expanding automotive market, control regulations on energy efficiency and emissions and innovation in general engineering sectors such as the mechanical and automotive industry. However, the lack of raw materials, volatility in raw material prices and environmental regulations on emission for the forging industries are barriers to growth. *(Source: Mordor Report)*

Expanding Automotive Market

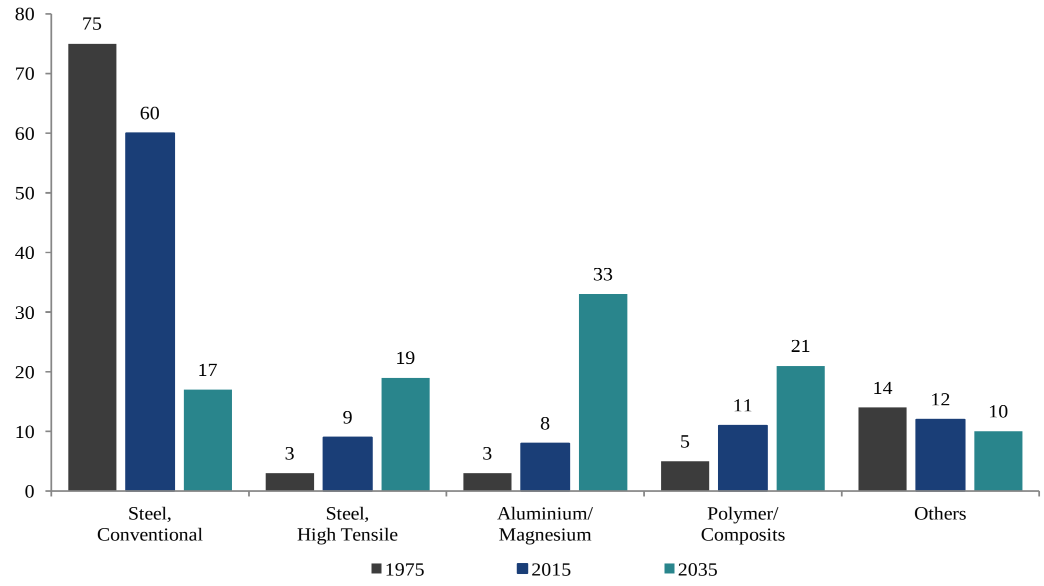
According to the Mordor Report, the EU is among the world's biggest producers of motor vehicles and passenger vehicles. The presence of a vast base of automotive industries in the EU has contributed largely to the prosperity of the region. The global production of passenger cars alone grew from 40.1 million in 2001 to 68.53 million in 2015; for overall motor vehicles the growth was around 90.8 million in 2015. After the recovery of the economy from the recessionary trend of 2010, the production of passenger vehicles in Europe has also increased from 19.9 million units in 2012 to 21.1 million units in 2015. The passenger cars produced in Europe constitute around 27% of the global production of passenger vehicles. *(Source: Mordor Report)*

Control Regulations on Energy Efficiency and Emissions

The EU has enacted mandatory emission reduction targets for new cars until 2021. This legislation is the cornerstone of the EU's strategy to improve the fuel economy of cars sold in the EU market. The target for the EU is that new cars registered in the region should not emit more than an average of 130 grams of CO_2 per kilometre (g CO_2/km) by the end of 2015. By 2021, the average fleet emission to be achieved by all new cars is 95 grams of CO_2 per kilometre, which means a fuel consumption of around 4.11/100 km of petrol or 3.6l/100 km of diesel. *(Source: Mordor Report)*

The move has forced automakers to find solutions directed towards enhancing the fuel economy and reducing vehicle emissions. Employing die-cast parts of lightweight non-ferrous metals such as aluminium, magnesium and zinc in the place of conventional steel is one such solution, reducing the weight of the vehicle and improving fuel efficiency. This has resulted in a trend of replacing conventional metal parts with lighter and more tensile die-casting parts as seen in the graph below. In 1975, conventional and high-tensile steel constituted a majority of a regular automobile. However, polymers and non-ferrous materials accounted for over 30% of the total materials used in an automotive, as of 2015. This number is expected to grow, with aluminium and magnesium becoming the major materials employed in automobile construction. *(Source: Mordor Report)*

Material Split in Light Vehicles in % (1975-2035)



Source: Mordor Intelligence Analysis

Innovation in General Engineering

The European automotive parts die-casting market sees opportunity in the innovations in production processes. Companies are increasingly directing their research and development teams to come up with better die-casting machinery, identifying affordable raw materials and alloys that offer better durability. There is also a rising pattern of co-operation between end-clients and die-casters due to increasing rivalry, and the need for quicker lead times. Furthermore, large die-casters are additionally given the job of gathering little parts and completing jobs or plating parts. *(Source: Mordor Report)*

Market Segment by Application Type

Automotive parts die-casting finds its major applications in engine parts, transmission components, body assemblies, housings, brackets and others. Using data from the Mordor Report, we expect the European automotive die-casting market for engine parts to grow at a CAGR of 6.6% from FY2015 to FY2019. The table below shows the revenue of the European automotive parts die-casting market by application type.

Europe Automotive Parts Die-casting Market: Revenue by Application type 2015-2019 (in USD Million)

By Application	2015	2016	2017	2018	2019	CAGR (%)
Engine Parts	4,180.65	4,403.05	4,758.26	5,007.45	5,447.76	6.8
Transmission Parts	1,976.77	2,081.13	2,245.54	2,361.03	2,562.10	6.7
Body Assemblies....................	1,331.17	1,399.06	1,505.71	1,574.70	1,701.12	6.3
Others....................................	1,017.31	1,067.87	1,136.27	1,176.97	1,256.92	5.4
Total	**8,505.91**	**8,951.10**	**9,645.78**	**10,120.15**	**10,967.90**	**6.6**

Source: Mordor Intelligence Analysis

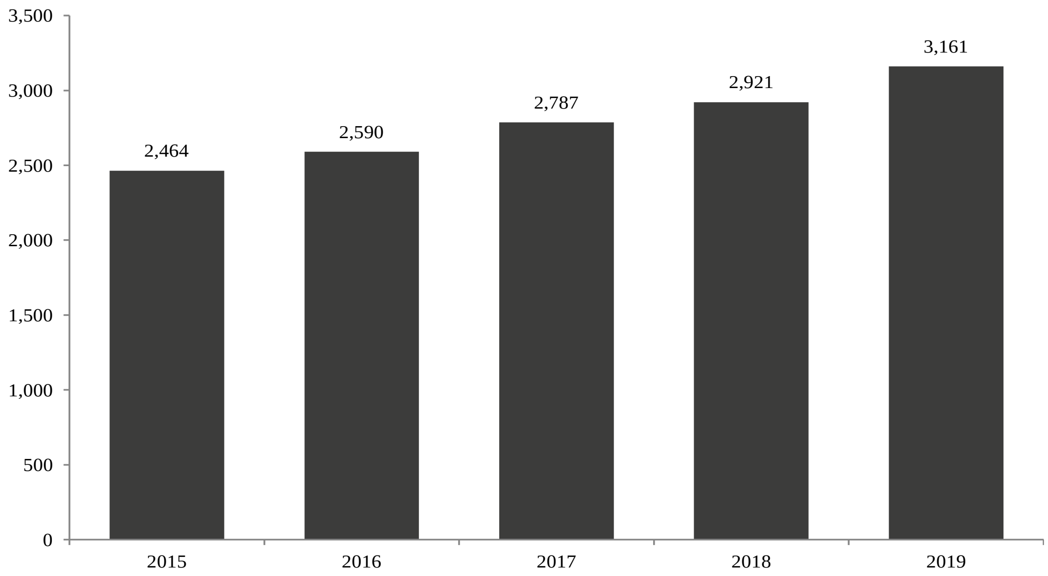
Market Segments by Geography

Germany

With a production of over one million tonnes of non-ferrous castings in 2015, Germany is the largest market for die-casting within the European region. Germany has been an initiator of advancements in the automotive industry and its die-casting industry had a strong emphasis on the application of scientific knowledge and the implementation of the best methods. As a result, German die-casters have developed an integrated approach resulting in high-quality and low-cost components that are needed in the industrial parts and commercial industry. Upgraded research and development, a knowledgeable workforce, abundant metal supply, supportive infrastructure, competitive energy costs, middle range labour costs, sophisticated political and legal systems aiding in investment and high usage of automotive standards and the UL systems are some of the major drivers of the die-casting market in Germany. An increasing number of car parts, such as engine blocks and structural parts, which are being manufactured from aluminium using high-pressure die-casting, are also a major driver for the growth of die-casting industry in Germany. *(Source: Mordor Report)*

The graph below shows the revenue of the German automotive parts die-casting market for the time periods indicated.

Europe Automotive Parts Die-casting Market Revenue in Germany (in USD million)



Source: Mordor Intelligence Analysis

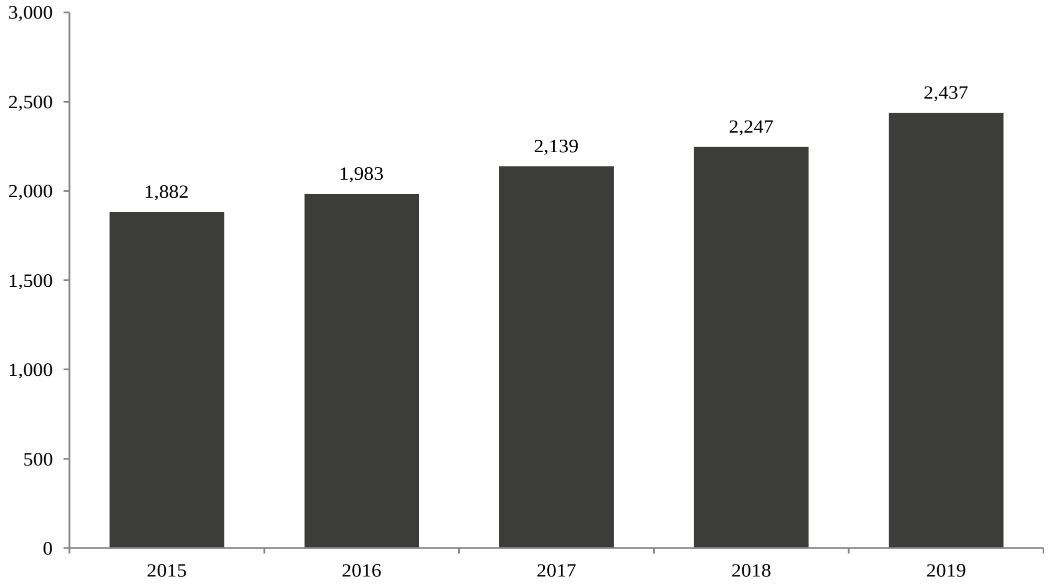
Italy

The Italian economy declined as a result of the 2008 crisis. However, the GDP of the country has been recovering since 2013, hitting USD 2,144.34 billion in 2014. *(Source: Mordor Report)*

The automotive industry is one of the most important drivers for the Italian economy. With a labour force of over 1.2 million, the automotive industry accounts for 3,500 suppliers and service providers, of which 885 are manufacturers of vehicle parts and components. This is one of the reasons for a larger number of aluminium die-casters in the country. In 2014, Italy generated over 800 million tons of non-ferrous castings with aluminium die-casting contributing the majority of this market share. Employment of die-casting components in pipes/fittings, manufacture machinery and telecommunications are some of the major factors driving the die-casting market in Italy, as these former industries have been experiencing a considerable growth post the economic crisis. Furthermore, demand to protect cars, safeguard the environment and enhance personal safety are increasingly being achieved by national legislation and safety standards in the country. Even consumer trends and preferences are towards fuel efficient and compact vehicles. These have influenced automakers to employ lighter weight die-castings and ultimately contribute to the higher market share and a higher estimated growth for the market in Italy. *(Source: Mordor Report)*

With a large number of local die-casters, Italy accounted for 22% of the European automotive parts die-casting market share. *(Source: Mordor Report)*

Europe Automotive Parts Die-casting Market Revenue in Italy (in USD million)



Source: Mordor Intelligence Analysis

OUR BUSINESS

The following description of our business should be read together with our restated consolidated financial information as at and for the three months ended June 30, 2016 and the fiscal years ended March 31, 2016, 2015, and 2014 including the notes thereto and reports thereon, each included in this Prospectus. Our restated financial information included in this Prospectus is prepared under Indian GAAP, in accordance with requirements of the Companies Act, 2013, as amended, and restated in accordance with the ICDR Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Accordingly, the degree to which our Restated Financial Information on page 222 of this Prospectus will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP. Further, with effect from April 1, 2016, we are required to prepare our financial statements in accordance with Ind AS. Our audited financial statements for the three-month period ended June 30, 2016 and June 30, 2015 included in this Prospectus are prepared in accordance with Ind AS. Given that Ind AS is different in many respects from Indian GAAP under which our restated financial statements for fiscal years ended March 31, 2016, 2015 and 2014, and the three months ended June 30, 2016 have been prepared, our Ind AS financial statements for the period commencing from April 1, 2016 may not be comparable to our historical financial statements.

Overview

We are the largest two-wheeler and three-wheeler automotive component manufacturer in India in terms of aggregate revenue for FY2015 from our selected product segments (*Source: CRISIL Research*). We also have operations in Europe with highly-automated manufacturing facilities in Italy and Germany. Tier one companies are companies that directly supply to OEMs, and we are a tier one supplier to OEMs for most of our products. According to the Aluminium Casters' Association of India, we are the number one aluminium die-casting company in India in terms of actual output and installed capacity in FY2016. We are a complete solutions provider, providing end-to-end services by engaging our customers from conception to end-user delivery. Our development process includes design, development, validation, testing, manufacturing, delivery and aftermarket sale service for a wide range of technology-intensive auto component products leading to better customer satisfaction and diversification of our customer base. We are an innovation-driven company with strong focus on research and development ("R&D"), which allows us to develop new products suited to customer requirements. For FY2015, FY2016 and Q1 FY2017, our total revenue contribution from India was 71.5%, 70.1% and 66.8%, respectively, while our total revenue contribution from Europe was 28.5%, 29.9% and 33.2%, respectively.

In India, we manufacture a diverse range of technology-intensive automotive components for the two-wheeler and three-wheeler segments. We also manufacture specified components for four-wheeler passenger vehicles, light commercial vehicles ("LCVs") and heavy commercial vehicles ("HCVs").

Our products and services in India include:

- raw and machined aluminium castings, such as high-pressure, low-pressure and aluminium alloy wheels for motorcycles;
- suspension, such as shock absorbers for scooters, motorcycles and three-wheelers, front forks for motorcycles and scooters and hydraulic dampers for quadricycles;
- transmission, such as clutch assemblies, cork and paper-based friction plates for motorcycles and three-wheelers and continuous variable transmission assemblies ("CVTs") for scooters;
- braking systems, such as hydraulic disc brake assemblies including calipers, master cylinders and rotary disc brakes for motorcycles and hydraulic drum brake assemblies and tandem master cylinder assemblies for three-wheelers; and
- aftermarket services to cater to the replacement market.

In Europe, we predominantly cater to four-wheeler OEMs, focusing on engine and transmission components. Our products include raw and machined aluminium castings (high-pressure and gravity die-casting products) and steel, cast iron and engineering plastic parts.

Our customers in India and Europe include leading domestic and global OEMs. In FY 2016, our largest customers in India were Bajaj, Royal Enfield, Honda Motorcycle and Yamaha. We have a long-standing relationship with Bajaj, which is our largest customer. In addition to these customers, we also supply to a variety of other OEMs in India, such as Hero, Mahindra, Tata, Suzuki, H-D Motor, Fiat India and a leading Indian motorcycle OEM. In Europe, our largest customer is FCA Italy S.p.A., and we supply components used in the engines of a variety of FCA Italy S.p.A.'s brands, such as Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia (Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia are registered trademarks owned by the FCA Group). We also supply to Daimler and other reputable four-wheeler OEMs operating from Europe.

We have 25 plants across India, Italy and Germany. We have 18 manufacturing plants in India, all of which are strategically located in the major automotive manufacturing belts of the country, comprising eight in Aurangabad (Maharashtra), five in Pune (Maharashtra), two in Pantnagar (Uttarakhand) and one each in Manesar (Haryana), Chennai (Tamil Nadu) and Sanand (Gujarat), with two in-house tool rooms. In addition, we are planning on setting up a new plant at Halol (Gujarat), which we anticipate to complete in FY2018, for the supply of suspension parts to Hero. We also have two manufacturing plants in Massenbachhausen, Germany at our subsidiary Endurance Amann GmbH ("Endurance Amann"), and five in and around Torino, Italy, at our indirect subsidiaries, namely, Endurance Fondalmec SpA, ("Endurance Fondalmec"), Endurance FOA SpA ("Endurance FOA") and Endurance Engineering Srl ("Endurance Engineering"). In addition, we expect to commission a new machining plant in Massenbachhausen, Germany in FY2017 and we are currently in the initial stages of planning an automotive proving ground (test track) in Aurangabad, Maharashtra, India, which we expect to be operational by the end of 2018.

Our manufacturing facilities are in proximity to our customers so as to help reduce logistics costs and to ensure timely delivery of our products. 15 of our plants in India are certified as per ISO/TS 16949:2009 standards.

We have been successful in diversifying our products mainly due to our R&D and technological capabilities. We have acquired and developed R&D capabilities including product design, reverse engineering, product simulation, prototyping and testing. Our technology partners include WP Performance Systems GmbH ("WP Performance"), Adler SpA ("Adler"), a leading global brake and suspension company and a European brakes technology provider. As of June 30, 2016, we employed 167 R&D engineers, designers, technicians and support staff in India and at our overseas R&D facilities. In India, we have four R&D centres, all of which are DSIR approved. In India, we have been granted four patents with another 41 patents pending approval. In India, we also have one design registration granted and three design registrations pending.

Our total revenue for FY2014, FY2015, FY2016 and Q1 FY2017 was ₹42,403.8 million, ₹49,494.4 million, ₹52,745.5 million and ₹14,529.4 million, respectively. Our average return on capital employed ("RoCE") for FY2014, FY2015, FY2016 and Q1 FY2017 was 21.4%, 22.8%, 21.9% and 20.7%, respectively. Our debt to equity ratio for FY2014, FY2015, FY2016 and Q1 FY2017 was 0.60, 0.60, 0.42 and 0.46, respectively. As of August 26, 2016, our long-term bank facilities are rated CRISIL AA-/Positive and our short-term bank facilities are rated CRISIL A1+.

Our Strengths

We believe that the following are our primary strengths:

Consistent track record of organic and inorganic growth

AECPL, which merged into our Company with effect from August 11, 2006, commenced manufacture of aluminium castings in Aurangabad, Maharashtra, India in FY1986. Over time, we have grown organically in India, including by consolidating our Promoter's companies into one company. We have diversified our capabilities by introducing suspension products in 1996, transmission products in 1998 and braking systems in 2004. Starting from one manufacturing facility in 1985, we have grown to now operate 18 manufacturing facilities in India.

In addition to our organic growth in India, we have a track record of successful inorganic growth through various acquisitions. We entered into Europe with the acquisition of a pressure die casting and machining company, Endurance Amann, our German subsidiary, in FY2007 and the acquisition of Endurance Fondalmec, our Italian subsidiary, in FY2008. We further expanded our European operations with the acquisition of a 15% stake in Endurance FOA in FY2013 and Grana's business division engaged in the production of engineering moulded plastic components in FY2015. We completed the acquisition of Endurance FOA by acquiring the remaining 85% in FY2015.

Our record of profitable growth is demonstrated by the fact that we have consistently outperformed growth in the broader industry in India and Europe through the successful expansion of our customer base, our focus on R&D, our ability to manage costs and our short production cycle.

From FY2014 to FY2016, our total revenue in India grew at a compound annual growth rate ("CAGR") of 8.6%, as compared to the two-wheeler production and three-wheeler production in India, which grew at a CAGR of 5.6% and at a CAGR of 6.1%, respectively. (*Source: CRISIL Research*). Similarly, from FY2014 to FY2016, our total revenue in Europe grew at a CAGR of 19.6%. Not only have we grown our revenues in each of the last three years, but we have also succeeded in increasing our profit after tax (before minority interest) ("PAT") margins in spite of volatility in the auto markets. Our consolidated PAT margin (before minority interest) increased from 4.8% in FY2014 to 5.1% in FY2015 to 5.5% in FY2016. In Q1 FY2017, our PAT margin was 5.5%.

In addition to our growth in the Indian and European component markets, we have also grown in the aftermarket segment, which has provided high profit margins and growth opportunities. We established our aftermarket sales services in 2001 and have since grown the segment to include 12 distribution centres and 256 distributors in India and to directly and indirectly export our products to 20 countries outside of India (18 directly and two indirectly). Our aftermarket segment has grown in recent years, with net revenue from operations growing from ₹1,427.3 million in FY2014 to ₹1,974.9 million in FY2016, a CAGR of 17.6%.

While we have grown quickly in recent years, particularly in Europe, we have managed to deleverage our balance sheet and improve our credit rating in the process. Our debt to equity ratio for FY2014, FY2015, FY2016 and Q1 FY2017 was 0.60, 0.60, 0.42 and 0.46, respectively. As of August 26, 2016, our long-term bank facilities are rated CRISIL AA-/Positive and our short-term bank facilities are rated CRISIL A1+. The table below sets forth certain details regarding our long-term and short-term bank facilities credit rating as of the dates indicated:

	April 22, 2013	**April 22, 2014**	**August 26, 2014**	**February 5, 2015**	**August 26, 2016**
Long-term bank facilities	CARE BBB	CARE A-	CARE A+	CRISIL AA-/Stable	CRISIL AA-/Positive
Short-term bank facilities	CARE A3+	CARE A2+	CARE A1	CRISIL A1+	CRISIL A1+

Note: After becoming rated by CRISIL in 2015, we voluntarily petitioned CARE to withdraw our ratings, and consequently we are now only rated by CRISIL.

Our average return on equity in FY2014, FY2015, FY2016 and Q1 FY2017 was 23.9%, 23.9%, 22.5% and 21.4%, respectively.

We are the largest two-wheeler and three-wheeler automotive component manufacturer in India in terms of aggregate revenue from our selected product segments

We are a multi-solution provider of a diverse product portfolio to a wide variety of OEMs, which provides us with a revenue profile that is diversified across products. We are the largest two-wheeler and three-wheeler automotive component manufacturer in India in terms of aggregate revenue for FY2015 from our selected product segments (*Source: CRISIL Research*). According to CRISIL, we are one of the top four leading players in India with respect to each of the product segments that we offer. (*Source: CRISIL Research*) According to the Aluminium Casters' Association of India, we are the number one aluminium die-casting company in India in terms of actual output and installed capacity in FY2016. We also have operations in Europe with highly automated manufacturing facilities in Italy and Germany.

We are a complete solutions provider, providing end-to-end services by engaging our customers from conception to end-user delivery. Our development process includes design, development, validation, testing, manufacturing, delivery and aftermarket sale service for a wide range of technology-intensive auto component products leading to better customer satisfaction and diversification of our customer base. Within our four product segments, we manufacture a wide range of products to service the diverse requirements of our customers, particularly in the motorcycle, scooter and three-wheeler segments in India and four-wheeler segment in Europe. The designs of our products are standardized within each of our product segments, to help component sourcing and enhance manufacturing flexibility across production lines. We typically establish an initial customer relationship in our castings segment and then gradually develop our relationship to expand into further product lines.

Through our focus on R&D and developing products with our customers, we are able to continually innovate and refresh our products in line with the demands of our customers as well as end-user preferences for better comfort, quality, performance and aesthetics in their products. See "— *Strong research and development and technological capabilities*". By developing products with our customers and by offering a broad range of products across segments, we are able to increase customer dependence on us and position ourselves as a preferred supplier to our OEM customers across segments.

Strong customer relationships with a wide variety of OEMs

Our customers in India and Europe include leading domestic and global OEMs. In FY 2016, our largest customers in India were Bajaj, Royal Enfield, Honda and Yamaha. We have a long-standing relationship with Bajaj, which is our largest customer. In addition to these customers, we also supply to a variety of other OEMs in India, such as Hero, Mahindra, Suzuki, Tata Motors Limited, H-D Motor Company India Pvt. Ltd. and Fiat India. In Europe, our largest customer is FCA Italy S.p.A., and we also supply to Daimler, as well as other reputable four-wheeler OEMs operating from Europe.

A key focus of our business is on "QCD", which stands for quality, cost and delivery. We aim to provide customers with quality service in terms of the handling of customer complaints and warranties. By doing so, we believe that we are able to deepen our customer relationships to become their preferred suppliers. We are continually working on value engineering solutions for our customers, in designing our products by optimising cost and sharing the cost savings with our customers. Partnering with our key customers to develop products strengthens our relationship with these customers and results in customer dependence on us. Moreover, partnering with customers in this way helps to reduce the cost of development, by reducing testing time and avoiding duplication of work. For example, we regularly undertake product development initiatives for our customers based on their specifications. Specific examples include: (i) the development of a mechanical upside-down front fork for a motorcycle for a leading two-wheeler manufacturer in India, (ii) the development of a paper-based clutch assembly for motorcycles for a leading two-wheeler manufacturer in India and (iii) the development of a front fork for scooters for a leading two-wheeler manufacturer in India.

We also adopted the total productive maintenance ("TPM") initiative across all of our manufacturing locations to improve our operational efficiency and the reliability of our manufacturing processes, which has helped us meet our customer expectations on quality, cost and delivery and reduce customer complaints and warranty claims.

Similarly, we locate our manufacturing facilities near leading OEMs, which allows us greater customer interaction and gives us the ability to respond quickly to their needs. In addition, locating our manufacturing facilities near our customers' production centres reduces our logistical and operating costs, allowing us to produce cost-competitive products for our customers.

We seek to maintain strong relationships with our suppliers in order to derive better insight into the markets for our raw materials, which helps us to manage our raw material supply chain and inventory, resulting in greater predictability of supply and, consequently, a greater ability to meet production schedules and achieve on-time delivery for our customers.

Our long-standing relationships with our key customers, including Bajaj, Royal Enfield, Honda and Yamaha, allow us to understand and cater to their diverse requirements, including the development of new products. In order to increase our share of business with customers, we typically enter into a new customer relationship with one particular product line, generally castings, seeking to demonstrate the quality and cost efficiency of our products and services and then strengthen our relationship so that we are able to expand into our other product segments, helping us to grow our overall business. For example, we have successfully expanded our offerings to a leading scooter manufacturer, with whom we established a relationship for the supply of castings in FY2006. In FY2014, we also started supplying suspensions to that manufacturer and on March 1, 2016 we commissioned a new plant for the dedicated production of castings and suspension products for that manufacturer. Moreover, we are developing clutch assemblies and braking systems with that manufacturer which, if successful, will result in us supplying all four product segments to them. In addition, we are planning on setting up a new plant at Halol (Gujarat), which we anticipate to complete in FY2018 for the supply of suspension parts to Hero.

As a result of our various customer and product initiatives, we have succeeded in expanding our customer base by adding key OEMs in both India and Europe. Since FY2010, we have increased the number of customers with whom we have over ₹1 billion in annual sales from two to nine in FY2016. We have been successful in this push to increase our sales with key customers primarily due to our technological advantage and R&D strength.

Strong research and development and technological capabilities

We place a strong focus on R&D, with an emphasis on lean design and continuous improvement in product performance, cost and reliability, to enhance our product range. We have invested in high-quality testing equipment, software, human resources, in our R&D centres for each of our product segments. Through our investment, we believe that we have developed strong product design capabilities, which allow us to develop new products and service our customers effectively and in a timely manner. Our R&D capability allows us to reduce the testing and validation workload that our customers need to undertake on our products, thus allowing them to outsource those processes to us and increasing their dependence on us.

As of June 30, 2016, we employed 167 R&D engineers, designers, technicians and support staff in India and at our overseas R&D facilities. In India, we own four dedicated R&D centres, one for each of our four product categories, all of which are approved by the Government of India's Department of Scientific and Industrial Research ("DSIR"). We also have an Advanced Engineering Group in India to support our R&D activities, which comprises computer-aided engineering activities, road-load data acquisition activities, testing facilities, an elastomers team and an intellectual property team, among others. In addition to our R&D centres in India, we also have strong engineering departments at our overseas operations in Germany and Italy, which include computer aided design systems and casting simulation software, feasibility analyses and design optimisation for casting processes and in-house design and construction of machining and assembly processes. Additionally, we recently acquired approximately 26 acres of land in Aurangabad, Maharashtra, India to develop an automotive proving ground (test track). For details, "—Research & Development" in this chapter.

In India, we have been granted four patents to date, of which two relate to clutch assemblies and two relate to shock absorbers, and we have one design registered for an aluminium alloy wheel casting. In addition, we have applied for 41 patents and three designs registrations for a wide range of products.

We have been successful in diversifying our products mainly due to our R&D and technological capabilities. As examples of such capabilities, we have developed and launched a number of products in India, such as oil and gas-filled shock absorbers, mono shock absorbers and upside down front forks. We have also set up (i) a computer-aided engineering team to improve the quality and reliability of our products, (ii) a road load data acquisition team to enhance our ability to understand how our products function on the road and therefore develop and optimise our products, (iii) a team for advanced electro-mechanical systems to design electronic components, as we expect the auto industry, especially high-end motorcycles, to develop more electronic products such as electronic control units for ABSs in the future, (iv) an elastomers team to better understand rubber technology, to help focus on product durability, warranty reduction and keep elastomer component costs under check and (v) an intellectual property team to process new patent applications and track competitors' and industry activities on patents. We actively benchmark our competitors' products to ensure our products meet market and technology trends.

We have also enhanced our technological capabilities through agreements with prominent automotive component manufacturers, such as, WP Performance, Adler, a leading global brake and suspension company and a European brakes technology provider. By partnering with our customers and with other prominent component manufacturers, we are able to strengthen our own product design and development team. For example, we were able to produce an adjustable damping front fork shock absorber through our agreement with WP Performance, CVTs for Hero through our agreement with Adler and a combined brake system ("CBS") through our agreement with a European brakes technology provider.

Growing and profitable European business

We have a fast-growing business in Europe, with our net revenue from operations growing from ₹10,986.8 million in FY2014 to ₹15,666.5 million in FY2016, a CAGR of 19.4%. We entered into Europe with the acquisition of Endurance Amann, our German subsidiary, in FY2007 and the acquisition of Endurance Fondalmec, our Italian subsidiary, in FY2008. We initially expanded into Europe in order to diversify our operations and build relationships with high profile customers such as FCA Italy S.p.A., Daimler and other reputable four-wheeler OEMs operating from Europe.

In Europe, we manufacture a wide range of raw and machined aluminium die-casting products, such as components for engines, transmissions and vehicle bodies. We also manufacture components for aspirated and turbocharged engines, many of which are required to meet Euro VI emissions standards. Our components are used in the engines of a variety of passenger vehicles manufactured by automobile producers including FCA Italy S.p.A. (such as Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia) (Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia are registered trademarks owned by the FCA Group), Daimler and other reputable four-wheeler OEMs operating from Europe.

Our strategy in Europe has been to expand with a focus on profitable growth, high margin products, and marquee customers, and we have pursued this strategy through organic growth as well as a series of acquisitions. Our most notable acquisitions have been our acquisitions of Endurance FOA SpA., which produces large and complex aluminium castings, and the asset acquisition of Grana's business division engaged in the production of engineering moulded plastic components. We acquired Grana's engineering moulded plastic components business in line with market trends that plastic components will gradually replace some aluminium components as OEMs seek to use lighter weight alternative material components for their products. In Europe, the number of our plants has increased from three as of March 31, 2014 to seven as of June 30, 2016. We expect to commission an additional machining plant in Germany in FY2017.

We have improved the capital efficiency of our European business through the diversification of our product technology and material solutions, increasing our machining automation for high-volume products, and introduction of higher-tonnage machines.

As a result of our initiative to profitably grow our European business, we have experienced both growing revenues and increased profit margins in Europe. Our net revenue from operations in Europe increased from ₹10,986.8 million in FY2014 to ₹15,666.5 million in FY2016, and our profit margins (before minority interest) in Europe increased from 5.0% in FY2014 to 5.5% in FY2016.

Our Strategy

The key elements of our strategy are as follows:

Focus on high-growth markets such as two-wheelers and three-wheelers in India and passenger cars in Europe

India, along with China, are the largest producers of two-wheelers in the world, each contributing approximately one third of the global volumes. Further, India is the largest producer of three-wheelers in the world and the sixth largest passenger vehicle producer in the world. In FY2016, the overall automobile production in India was about 24.5 million with two-wheelers, comprising motorcycles, mopeds and scooters, accounting for more than three quarters of total production. In FY2016, CRISIL estimates India's two-wheelers industry revenue to be around ₹820 billion, with a production of about 19 million. Two-wheeler production grew at a moderate pace of 5.1% CAGR from FY2012 to FY2016 despite high growth in FY2014 and FY2015 mainly due to two years of bad monsoon in 2014 and 2015. CRISIL projects two-wheeler production to grow at a CAGR of 8-10% from the period FY2016 to FY2019. *(Source: CRISIL Research)* Notwithstanding the size and recent growth in India's two-wheeler market, there is significant room for further growth in India as compared to other markets. CRISIL estimates the penetration levels of two-wheelers as a percentage of addressable households in India to have grown from 39% in FY2010 to 52% in FY2015 (*Source: CRISIL Research*). In particular, India's rural market is underpenetrated, with penetration levels of only 39% in FY2015, as compared to 29% in FY2010 as per estimates. In addition, there is a large addressable market opportunity in terms of OEM customers. Given our experience with the two-wheeler and three-wheeler market in India and with two-wheeler and three-wheeler automotive component manufacturing technology, as well as our focus on delivering quality products, we believe that we are well positioned to capture the growth of the Indian two-wheeler and three-wheeler automotive component manufacturing industry in India. For more information, see "*Industry*," beginning on page 116 of this Prospectus.

The European Union is among the world's biggest producers of motor vehicles and passenger vehicles. The presence of a vast base of automotive industries in the European Union has contributed largely to the prosperity of the region. The global production of passenger cars alone grew from 40.1 million in 2001 to 68.53 million in 2015; for overall motor vehicles, the growth was around 90.8 million in 2015. After the recovery of the economy from the recessionary trend of 2010, the production of passenger vehicles in Europe has also increased from 19.9 million units in 2012 to 21.1 million units in 2015. The passenger cars produced in Europe constitute around 27% of the global production of passenger vehicles. *(Source: Mordor Intelligence, Europe Automotive Parts Die Casting Market (2016-2021), May 2016 (the "**Mordor Report**"))* With our growing European business, we believe that we are well positioned to capture growth in the European automobile markets. See "—*Growing and profitable European Business*" above.

We intend to focus on manufacturing products for the motorcycle, scooter and three-wheeler segments in India and for the passenger car, LCV and HCV segments in Europe. India offers further opportunities for penetration in the two-wheeler segment, while the passenger car, LCV and HCV segments in Europe are scalable, stable and provide significant growth potential. In order to expand our business in these segments, we intend to focus on expanding our share of business with market-leading OEMs, with the goal of supplying all four of our product segments to all of our key customers. Moreover, we are continually seeking new market-leading OEM customers to expand our customer base. We have, in the past, undertaken strategic acquisitions in order to expand our customer base. To diversify and deepen our customer relationships, we intend to leverage our track record of quality, R&D capabilities, cost and delivery, as well as our product and process know-how, to consolidate our position as a preferred supplier to OEMs.

Continually improve our research and design capabilities in order to focus on advanced technology, high value-add products

Our customers' demand for higher performance and top quality products is growing. In response to this, we place a strong emphasis on maintaining a high quality product design and development capability and a key part of our strategy is to continually improve our research and design capabilities so that we can focus on providing advanced technology, high value-add products. We believe that high-value added and technology-driven components will provide us with early-mover advantages and higher profit margins, and will present us with opportunities to capture shifts in customer preferences as well as evolving regulatory requirements, such as heightened emissions control standards. By providing high-value added and innovative products, we believe that we will be able to become a preferred supplier to our customers, thus giving us the opportunity to consolidate our position with our customers and increase the share of their supply needs that we fulfil.

To enhance our R&D capabilities we are undertaking a number of short-term and long-term R&D initiatives. For example, we are developing a new automotive proving ground (test track) in India, which will enable us to test our products under simulated road conditions. This will enhance our ability to analyse and enhance product reliability, durability and performance. We are also in the initial stages of planning and setting up a dedicated technology centre in Italy at Endurance FOA for foundry, machining and assembly related process technologies to allow us to develop structural aluminium castings with our customers for passenger cars. This is a high value-added business segment which we believe will provide us with a competitive advantage.

In addition, we also intend to implement improvements to our research and design process through virtual validation and computer aided engineering analyses, rapid prototyping, accelerated testing and improved problem solving efficiency. In line with these initiatives, we plan to expand our talent pool and increase our research and design manpower.

To enhance product quality for our aluminium casting business, we will focus on introducing melting furnaces with improved efficiency, heat treatment systems and an innovative die lubrication process. We also plan to install compact and efficient die-casting machines which have the vacuum systems, de-flashing units and thermal regulation units. For die manufacturing, we continue to work on new designs, which will improve productivity and the aesthetics of casting components. Moreover, we are developing advanced machine solutions to manufacture machined castings with a tighter tolerance band, higher surface texture and better quality. These machining lines will be installed with automated and intelligent inspection systems.

In Europe, we intend to increase our share of value-added products by increasingly doing full machining of castings and sub assemblies, as well as through the addition of high-value products such as structural parts and large and complex engine and transmission castings, higher strength and elongation options by providing Silafont alloy and heat treatment for structural parts such as front axle, cross member and shock towers.

In India, we have 41 patents and three design registrations pending approval and we expect that our enhanced research and design capabilities will culminate in increased patent applications and design registrations, improved product development time and enhanced product quality.

Expand our presence in the aftermarket sales services

Our aftermarket sales services provide us significant opportunities for growth. We build our aftermarket products to the same quality standards as the parts we supply OEMs, which we believe provides us with good brand equity amongst end-users of our products. We established our aftermarket sales services in 2001 in order to serve end-users of our products. We have since grown our aftermarket sales services to 12 distribution centres and 256 distributors in India and 26 distributors outside India. Our products are also exported directly to 18 countries and by third-party merchant exporters to two countries, with our main markets outside of India being Bangladesh, Sri Lanka and Egypt. Our team of approximately 50 dedicated professionals is responsible for the day-to-day operations of our aftermarket sales services. We have a retail program, through which we directly incentivise retailers who earn commissions linked to sales targets. The aim of this retail program is to improve our brand visibility, increase retailer contacts and enhance loyalty towards our brand.

Aftermarket sales generally have higher margins than our other operations, as it operates a business to consumer business model, where we are able to charge both for the product itself as well as for the efforts undertaken for making the product available to the end customer. In addition to having higher profit margins, expanding our aftermarket presence acts to reinforce our brand image and brand visibility, particularly with aftermarket sales being a business-to-consumer channel. Our aftermarket segment has grown in recent years, with net revenue from operations growing from ₹1,427.3 million in FY2014 to ₹1,974.9 million in FY2016, a CAGR of 17.6%.

We intend to grow our aftermarket sales services through a variety of initiatives, including by increasing our exports from India by entering new countries in line with the OEMs that we supply, increasing product penetration through the introduction of new products and models by OEMs and expanding our distribution network in India with a focus on Maharashtra, Uttar Pradesh, Gujarat, Tamil Nadu and Rajasthan. Additionally, we have begun to test a strategy to leverage our brand by entering into the components trading business to increase our product offering to customers through our distribution network. The products we will market through these channels will be extensions of our products, and although they will not be manufactured by our Company they will complement our existing product portfolio.

Continue to pursue strategic alliances and inorganic growth opportunities

We intend to continue to pursue strategic alliances and inorganic growth opportunities, with a particular focus on technologically-innovative acquisitions that provide us access to better technology with respect to our existing products and allow us to diversify our product and customer base. We have historically expanded our business through a combination of organic growth, acquisitions and strategic alliances with our customers and with other component manufacturers. For example, we expanded our European operations in FY2013 with the acquisition of a 15% stake in Endurance FOA, a manufacturer of complex aluminium castings, and in FY2015 with the asset acquisition of Grana's business division engaged in the production of engineering moulded plastic components and the acquisition of the remaining 85% interest in Endurance FOA.

Similarly, we have historically entered into joint ventures and agreements with a number of partners across vehicle segments in order to ensure that we deliver high quality and technologically advanced products at competitive prices to our customers. For example, we entered into an agreement with Adler in 2013, through which Adler provides to us technical support on an exclusive basis in India for the development and manufacture of CVTs and paper-based clutch assembly products for sale to markets in India and worldwide. Similarly, we entered into an agreement with a European brakes technology provider in 2015, through which they provide us, on an exclusive basis, technical information and knowhow to design, manufacture, use and sell combined braking systems and related assemblies for two-wheelers. These agreements have allowed us to expand our product and technology base, thereby strengthening our business.

We will continue to evaluate similar strategic alliances or acquisition opportunities that arise in other markets and we aim to harness our experience of acquiring and integrating new operations in other markets. We will seek to combine our low-cost base and manufacturing capabilities with high-end technologies through agreements with global automotive components manufacturers to obtain a competitive advantage. We currently have a number of agreements with technology partners and we will continue to pursue newer agreements.

Focus on operational efficiencies to improve returns

Offering quality products at attractive prices is a key aspect of maintaining and expanding our relationships with our customers. To that end, we have adopted a number of initiatives designed to improve our cost efficiency, and as a one of our primary business strategies we intend to continue improving cost efficiency. In addition, investment in this sector in India gives us capital efficiency. As a result of our efficiency efforts, we have been able to deliver average RoCE of 21.4% in FY2014, 22.8% in FY2015, 21.9% in FY2016 and 20.7% in Q1 FY2017.

We have adopted the TPM initiative across all of our manufacturing locations to improve our operational efficiency and the reliability of our manufacturing processes by lowering break downs and rejections. TPM, which we adopted initially in 2005, has helped us to meet our customer expectations on quality, cost and delivery and has helped reduce customer complaints and warranty claims. Similarly, we have in the past consolidated our operations to make them more efficient by reducing the total number of plants and have consolidated three tool rooms into two tool rooms in FY2017. This is in line with our strategy of ensuring that we only open and continue to operate plants when it makes economical sense to do so.

We intend to continue implementing TPM initiatives across our manufacturing facilities in order to reap additional cost savings going forward. One key aspect on which we are focusing our TPM initiatives is to reduce breakdowns and rejections of our products through preventive maintenance measures.

Our large size and scale also enables us to produce greater volumes of products from each of our plants and spread our fixed costs, which relate primarily to the machinery and equipment required to produce components and to fixed labour costs, more widely to reduce our production costs on a per unit basis, allowing us to reduce our unit sales price and increase our competitiveness.

We intend to use a variety of other manufacturing strategies, sourcing strategies and cost reduction strategies to continue to improve our operational efficiencies. For example, we plan to: (i) install machines with higher-productivity; (ii) implement low-cost automation; (iii) initiate energy conservation and water harvesting initiatives to reduce our energy requirements; (iv) secure better energy prices by purchasing power from both the state electricity boards, for long-term predictability, as well as from private parties, to lower utilities' costs; (v) rationalise our manpower requirements; (vi) use our research and design capabilities to reduce process and component costs; (vii) continually review our vendor base so that we secure the best costs amongst vendors that meet our quality requirements; and (viii) outsource non-critical operations so that we can focus our efforts on delivering the best quality products within our core areas.

Description of Our Business

Our products and services in India include raw and machined aluminium castings, suspensions, transmissions, braking systems and aftermarket services. Our products in Europe include raw and machined aluminium castings and steel, cast iron and engineering plastic parts.

The following table sets forth a breakdown of our net revenue from operations by product and service segment for the time periods indicated:

	FY2014	**FY2015**	**FY2016**	**Q1 FY2017**
	Net Revenue from Operations (₹ in million)			
Aluminium Casting and Machining				
India	15,311.02	17,238.26	17,235.47	4,200.13
Italy*	7,761.62	10,378.39**	12,211.15	3,818.46
Germany	3,225.14	3,691.50	3,455.30	941.90
Total	**26,297.78**	**31,308.15**	**32,901.92**	**8,960.49**
Suspension	9,952.58	11,209.65	12,224.16	3,511.26
Transmission	2,574.16	2,559.54	2,858.67	777.20
Braking systems	1,845.61	2,339.18	2,433.33	700.06
Aftermarket	1,427.27	1,748.55	1,974.86	474.04
Total* **	**42,097.40**	**49,165.09**	**52,392.94**	**14,423.04**

* Details for our Italian operations include net revenue from operations from the sale of steel, cast iron and engineering plastic parts products.

** Details of our aluminium casting and machining business's net revenue from operations in FY2015 for our Italian operations include Endurance FOA SpA for six months and Endurance Engineering for the full year.

*** In addition to the above, we also derive a small amount of net revenue from operations from other business activities. For FY2014, FY2015, FY2016 and Q1 FY 2017, this net revenue from operations amounted to ₹21.64 million, ₹4.41 million, ₹12.60 million and ₹2.48 million, respectively.

Aluminium Casting and Machining

Key Products

The major product lines of our aluminium casting and machining business are:

India

- raw and machined aluminium castings (high-pressure and low-pressure); and
- aluminium alloy wheels for motorcycles.

Europe

- raw and machined aluminium castings (high-pressure and gravity die-casting products); and
- steel, cast iron and engineering plastic parts.

We machine the majority of our casting products. Machining is a value-adding process that removes excess material from the casting to meet the specifications requested by our customers. Machining converts the casting component into a fully-finished and ready-to-assemble component.

Raw and machined aluminium castings

AECPL commenced high-pressure die-casting in 1985 in Aurangabad. We manufacture a number of high-pressure die-casting products for a variety of vehicles. Our major high-pressure die-casting products include various engine parts including crank cases cylinder blocks and clutch covers. We supply parts to almost all major OEMs including Bajaj, Honda, Hero, Tata Motors and Royal Enfield.

We commenced low-pressure die-casting in 2004 in Aurangabad. We manufacture low-pressure die-casting products primarily for two-wheelers. Our major low-pressure die-casting products are cylinder heads for Bajaj and Royal Enfield motorcycles and crown handles for Yamaha motorcycles.

Our overseas subsidiaries manufacture a range of high-pressure die-casting products, such as components for engines, transmissions and vehicle bodies. We manufacture components for engines that are aspirated and turbocharged. Many of these engines are required to meet Euro VI emissions standards. Our components are used in the engines of a variety of passenger vehicles manufactured by automobile producers including FCA Italy S.p.A., Daimler and other reputable four-wheeler OEMs operating from Europe.

Our overseas subsidiaries also produce components for transmission systems such as pistons of varying specifications, gearbox housing, transmissions housing and torque convertor housing. Our components are used in the transmission systems of premium brand vehicles, as well as for standard vehicles such as Fiat, Lancia and Jeep (Fiat, Lancia and Jeep are registered trademarks owned by the FCA Group).

Aluminium alloy wheels

We commenced the production of aluminium alloy wheels in 2006 at our manufacturing facility in Chakan, Pune. In India, we produce aluminium alloy wheels for a variety of Yamaha and Bajaj motorcycles.

Steel, cast iron and engineering plastic parts

In Italy we machine components including suspension parts, such as steel wheel hubs and head axles made through steel forging, which are used by several European carmakers. We also produce the upper part of engines, such as cam carriers, in plastic components, and we machine cast iron exhaust manifolds castings.

Suspension

We offer a range of different models of shock absorbers and front forks. Our product range is designed for a variety of scooters, motorcycles, three-wheelers and quadricycles.

In 2011, we started developing inverted front forks for premium brand two-wheelers in India. We are also in the process of developing adjustable damping and non adjustable damping cartridge type front forks, shock absorbers with floating piston technology and pre-load adjustable technology for rear shock absorbers. Our R&D centre is equipped with full-fledged design capabilities and validation facilities for designing and developing our suspension products. Going forward, we intend to focus on the development of new technologies for better riding comfort, aesthetics and increased durability and performance.

Key Products

The major products of our suspension business include:

- shock absorbers for scooters, motorcycles, three-wheelers and quadricycles; and
- front forks for scooters and motorcycles.

Shock absorbers

We manufacture various types of shock absorbers for two-wheelers, such as twin-tube and mono-tube hydraulic shock absorbers, oil and gas-filled shock absorbers, mono shock absorbers and 'spring-in-spring' and 'spring-on-spring' hydraulic shock absorbers. Our shock absorbers offer a number of advanced design features, such as the option for PTFE coating on the piston within the shock absorber, which reduces the friction of the piston and reduces wear and tear. We have also obtained a patent for a manufacturing process that allows us to seal our shock absorbers for land vehicles. Our major shock absorber products include twin tube and mono-tube hydraulic shock absorbers and oil and gas-filled shock absorbers. We are also developing adjustable damping shock absorbers.

The major customers of our shock absorbers business include Bajaj, Honda, Royal Enfield, Hero, Yamaha, Suzuki and H-D Motor Company India Pvt. Ltd.

Front forks

We produce a range of front forks including the cartridge variety and inverted forks (upside down forks). Currently, we are also developing variable damping front forks. Our front forks are designed for use in a variety of motorcycles, ranging in engine size from 100 cc to 750 cc motorcycles, such as the Bajaj CT100, Bajaj Pulsar, Avenger and Royal Enfield classic.

Transmission

We offer a range of different models of clutch assemblies, CVTs and friction plates for use in transmission systems. Our product range is designed for a variety of motorcycles, scooters, three-wheelers and quadricycles and small commercial vehicles ("SCVs").

Key products

The major products of our transmissions business include:

- clutch assemblies for motorcycles, three-wheelers, quadricycles and SCVs;
- CVT for scooters; and
- cork-based and paper-based friction plates for motorcycles and three-wheelers.

Clutch assemblies

We produce clutch assemblies in a number of configurations such as wet, multiplate and centrifugal. Our major clutch assembly products are wet clutch assemblies. We produce clutch assemblies for a variety of automotive applications including motorcycles ranging from 100 cc to 500 cc (such as the Bajaj Platina, Bajaj Pulsar, V-15, Avenger and the Royal Enfield Thunderbird), Bajaj and Piaggio Ape three-wheelers and Bajaj Qute quadricycles.

We also have an agreement for CVTs and clutch assemblies for high-end motorcycles with Adler. For details, see "Technology Tie-ups—Adler SpA."

CVTs

We currently produce CVTs for a leading Indian scooter manufacturer and we have CVTs at various stages of development for other customers.

Friction plates

We produce friction plates for use in motorcycles ranging from 100 cc to 500 cc. Our major friction plate products include friction plates and other spares for Bajaj motorcycles, such as the Discover, Platina, Pulsar, V-15 and Avenger, as well as for all Royal Enfield motorcycle models, Bajaj and Piaggio three-wheelers and Bajaj quadricycles. Friction plates, which are the most critical component of clutch assembly technology, are of composite materials or paper materials. We do all design, formulation and manufacture of friction plates in-house. In FY2014, we introduced the use of alternate materials for our transmission products by offering paper-based friction plates. These plates have higher wear resistance, thereby increasing their life and performance.

Braking systems

In India, we manufacture a wide range of braking systems for two-wheelers and three-wheelers.

Key Products

The major products of our braking systems business include:

- hydraulic disc brake assemblies for motorcycles;
- rotary brake discs for motorcycles and scooters;
- hydraulic drum brake assemblies for three-wheelers; and
- tandem master cylinder assemblies for three-wheelers.

These products are available in a number of designs including floating caliper and fixed caliper variants. We also use a two-piece caliper design for easier end-user maintenance and also an integral caliper design for better strength. All aluminium components are anodised for better surface resistance to wear and tear and corrosion, and all seals and rubber parts are designed for increased lifespan and higher brake fluid compatibility.

Two-wheeler hydraulic disc brake assemblies

We manufacture two-wheeler hydraulic disc brake assemblies, which include caliper and master cylinder sub assemblies, for front or rear-only applications for motorcycles ranging from 125 cc motorcycles, such as the Bajaj Discover, to 500 cc motorcycles, such as the Royal Enfield Electra. Our major hydraulic disc brake products include brake discs, master cylinders and calipers.

Two-wheeler rotary brake discs

We manufacture two-wheeler rotary brake discs, including front and rear discs, for a variety of motorcycle models including Bajaj Discover, V15, Pulsar 135, Pulsar 150, Pulsar 180 and Royal Enfield Electra. We also supply rotary brake discs for Yamaha Fascino 113cc scooters.

Three-wheeler hydraulic drum brake assemblies

We produce hydraulic drum brakes for use in three-wheelers such as the Bajaj RE compact, RE Optima, RE Diesel Maxima and RE Maxima Cargo. Our major drum brake products include brake panel assemblies, along with wheel cylinder assemblies.

Three-wheeler tandem master cylinders assemblies

We manufacture tandem master cylinders that allow for simultaneous operation of the front and rear brakes for use in three-wheelers such as the Bajaj RE Compact, RE Optima, RE Diesel Maxima and RE Maxima Cargo.

Aftermarket Sales Services

Our aftermarket sales service was established in 2001 to cater to the replacement market demand and to help build the "Endurance" brand. This has rapidly developed into an additional source of revenue and profit. We distribute our products for aftermarket sales through our existing channel of 12 distribution centres and 256 distributors across India and 26 distributors outside India. Our 12 distribution centres are located in 12 states across India and serve the replacement requirements of the particular regions in which they are located. The 256 distributors in our sales channel are third parties who purchase products from our distribution centres or, where we don't have distribution centres, our manufacturing facilities, and then distribute them to the retailers that sell our products directly to end users.

Our products are also exported directly to 18 countries and by third-party merchant exporters to two countries, with our main markets outside of India being Bangladesh, Sri Lanka and Egypt.

Our products include shock absorbers, front forks and parts, braking system and components and transmission parts for two- and three-wheelers. Pursuant to the terms of our agreements with our OEM customers, we do not deal in aftermarket sales of aluminium casting products; instead, we manufacture aluminium casting products that we sell to our OEM customers, who then sell directly to their customers in the aftermarket.

The details of our aftermarket sales services net revenue from operations based on geography for the periods indicated are set forth below:

	FY2014	FY2015	FY2016	Q1 FY2017
	Net Revenue from Operations (₹ in million)			
India	996.3	1,141.4	1,304.8	362.2
Latin America	29.4	78.5	70.7	12.9
Middle East	5.7	11.5	8.3	3.5
Africa	155.3	138.1	165.4	41.1
Asia (excluding India)	240.6	379.1	425.7	54.4
Total	**1,427.3**	**1,748.6**	**1,974.9**	**474.0**

*We do not sell our aftermarket products in Europe.

Sales and Marketing

Customers

Our customers in India and Europe are predominantly OEMs, including some of the world's and India's well-known OEMs. OEMs are producers of fully-assembled vehicles, such as motorcycles, scooters, three-wheelers, passengers cars and commercial vehicles.

Our customers in India and Europe include leading domestic and global OEMs. Our largest customers in India are Bajaj, Royal Enfield, Honda and Yamaha. In addition to these customers, we also supply a variety of other OEMs in India, such as Hero, Mahindra, Tata Motors Limited, Suzuki, H-D Motor Company India Pvt. Ltd. and Fiat India. We have a long-standing relationship with Bajaj, which is our largest customer.

In Europe, our largest customer is FCA Italy S.p.A.. We also supply to Daimler and other reputable four-wheeler OEMs operating from Europe.

We rely on purchase orders with our customers and do not typically enter into firm-commitment, long term supply agreements. The purchase orders specify prices and quantities for the products. However, the delivery of the products ordered is based on delivery schedules that are independently negotiated with customers. Typically, the issuance of a new purchase order from a customer replaces the previous purchase order for the relevant products. These purchase orders are typically subject to conditions such as ensuring that all products delivered to the customer have been inspected and will be safe for use, that orders will be fulfilled according to predetermined delivery schedules and that all products will be built to customer specifications. To that end, we also include pre-dispatch inspection reports with our deliveries.

The details of our largest customers based on the net revenue from operations in FY2016 for the time periods indicated, are set forth below:

Customer	Main Products Sold	Net revenue from operations for FY2014 (₹in million)	% of Consolidated Net revenue from operations for FY2014	Net revenue from operations for FY2015 (₹in million)	% of Consolidated Net revenue from operations for FY2015	Net revenue from operations for FY2016 (₹in million)	% of Consolidated Net revenue from operations for FY2016	Net revenue from operations for Q1 FY2017 (₹in million)	% of Consolidated Net revenue from operations for Q1 FY2017
Bajaj[1]	Two-wheeler and three-wheeler suspensions, transmissions, braking systems, aluminium alloy wheels, aluminium castings and machining	20,236.7	48.1%	21,237.9	43.2%	21,395.5	40.8%	5,436.1	37.7%
FCA Italy S.p.A.	Aluminium castings and machining, steel, cast iron, engineering plastic products	5,894.9	14.0%	6,981.3	14.2%	8,013.7	15.3%	2,529.1	17.5%
Royal Enfield[2]	Aluminium castings and machining, two-wheeler suspensions, transmissions and braking systems	1,376.0	3.3%	2,182.7	4.4%	3,118.7	6.0%	856.6	5.9%
Next 5 Largest Customers[1,2]	Aluminium castings and machining, two-wheeler suspensions	7,689.1	18.3%	9,329.8	19.0%	10,066.8	19.2%	3,107.0	21.5%

1 Net revenue from operations attributable to particular customers include intermediary sales, which are sales whereby based on the instructions of our OEM customer we send products to third-parties that undertake value-added work or processes before then sending it to the OEM.

2 For Q1 FY2017, Royal Enfield was our fourth largest customer in terms of net revenue from operations.

Our largest customer is Bajaj, which accounted for 40.8% of our consolidated net revenue from operations (including intermediary sales) in FY2016 and 37.7% of our consolidated net revenue from operations (including intermediary sales) in Q1 FY2017. We maintain a strong relationship with Bajaj, which we believe is due to our history of developing products with them, leading to interdependence between us and them, and also due to our quality, cost and delivery standards.

After Bajaj, our largest customers in FY2016 were FCA Italy S.p.A. and Royal Enfield. We supply all four of our product segments to Bajaj and Royal Enfield. Our net revenue from operations from FCA Italy S.p.A. and Royal Enfield have increased rapidly in recent years, with our net revenue from operations from FCA Italy S.p.A. increasing from ₹5,894.9 million in FY2014 to ₹8,013.7 million in FY2016, a CAGR of 16.6%, and our net revenue from operations to Royal Enfield increasing from ₹1,376.0 million in FY2014 to ₹3,118.7 million in FY2016, a CAGR of 50.5%. We have increased our net revenue from operations with FCA Italy S.p.A. primarily due to our acquisition of Endurance FOA. We have successfully increased our sales with Royal Enfield primarily as a result of our expanding the range of products that we supply them and we began supplying Royal Enfield with our fourth product segment, braking systems, in FY2016. We have increased the number of products sold to Honda, which became the third largest customer in Q1 FY2017 after Bajaj and FCA Italy S.P.A., with Royal Enfield following as the fourth largest.

Our next five largest customers constitute Yamaha in India and certain European four-wheeler OEMs. We have increased the number of products sold to Yamaha over the years. For Yamaha, we have grown our suspension business and aluminium casting business, which currently includes alloy wheels and rear-arm casting. Despite competition from Japanese manufacturers with manufacturing plants in Chennai, we were able to leverage a lower cost structure and faster development time to win the suspension business for two new models for Yamaha India in FY2015 and FY2016. In 2012, we also started to sell brake discs, suspension and rear arm casting to Yamaha to export to countries in Southeast Asia. As of FY2016, we started developing clutch assemblies for Yamaha as well.

Technology Tie-Ups

We continuously explore tie-ups with technology leaders in our products domain to ensure that we deliver high quality and technologically advanced products at competitive prices to our customers. We have entered into agreements with a number of partners across vehicle segments that are typically valid for three to seven years.

WP Performance Systems GmbH

We entered into an agreement with WP Performance in 2015. Under the terms of the agreement, WP Performance has agreed to provide to us, on an exclusive basis, knowhow and technology for the manufacture of a new series of motorcycle suspension components in consideration for a license fee. WP Performance has also agreed to provide us with industrial engineering support for additional fees. The terms of the agreement allow us to manufacture the suspension components in India and market and sell them to OEMs and replacement markets worldwide except to the customers of WP Performance. We are prevented from transferring or sub-licensing the knowhow received. The agreement is valid for a period of 10 years.

Adler SpA

We entered into an agreement with Adler in 2013, effective from September 1, 2013. Under the terms of the agreement, Adler will provide to us and our affiliates technical support on an exclusive basis in India for the development and manufacture of transmission products related to two-wheelers and three-wheelers for sale to markets in India and worldwide in consideration for a technical services fee. The terms of the agreement prevent us from assigning the technical assistance provided by Adler to any third party, except to our affiliates, and we agree not to acquire any existing or future business being carried out by Adler. The agreement is valid for a period of five years, after which it may be renewable by either party at the end of the current term for a term as may be agreed upon.

A leading global brake and suspension company

We entered into an agreement with a leading global brake and suspension company in 2012. Under the terms of the agreement, they have agreed to provide to us technical assistance and licensing arrangements to manufacture braking systems and parts for use in LCVs and four-wheel passenger vehicles in India and to sell braking systems and parts in any other country where new vehicles that are manufactured in India are sold and serviced. The above products are to be sold only as original equipment or as repair or replacement parts or as a part of a larger system or products to be sold as original equipment on LCVs and four wheel passenger vehicles. They have also agreed to provide training for our engineers at their facilities in North America. The license is royalty-bearing, exclusive (with the exception that our partner may at any time during the agreement sell the licensed products to certain entities specified in the agreement), non-transferable with no right to sublicense. The agreement is valid for a period of five years, after which it may be renewable upon mutual written agreement of the parties and subject to approval of competent authorities in India for a period of five years.

A European brakes technology provider

We entered into an agreement with a European brakes technology provider in 2015. Under the terms of the agreement, they have agreed to provide to us, on an exclusive basis, technical information and knowhow to design, manufacture, use and sell combined braking systems and related assemblies for two-wheelers in consideration for a lump sum payment. They have granted us an exclusive right to manufacture the combined braking systems in India and a non-exclusive right to sell the combined braking systems in all countries. The terms of the agreement prevent us from transferring any knowhow for design and manufacture of the combined braking systems to any third party, except to our affiliates, without their prior written consent. The agreement is valid for a period of five years, after which it may be renewable by either party for a further period as may be mutually agreed by the parties.

Other

In addition, we have a license agreement with Magnetti Marelli COFAP Companhia Fabricadora de Pecas for the manufacture of shock absorbers and struts for four wheelers for Bajaj.

Sales and Marketing Team

We have a sales and marketing team consisting of 21 employees in India and Europe who work as key account managers and focus on customer development and program management. In addition, we have a marketing department that is responsible for our aftermarket products.

Our India sales team has a representative for each of our major customers, and that representative is responsible for both the commercial and technical aspects of the Company-customer relationship. The sales team also takes an active role in product and program management to ensure effective launches of new parts. Our India sales team has built long-term relationships with a number of leading OEMs and has played an important role in helping us attain our position as a vendor of choice of many components for certain leading OEMs.

Our aftermarket marketing team is decentralised across India, with regional managers for each zone and area officers who report to the regional manager for their particular zone. Each area officer is typically assigned to a state capital and is responsible for a specified geographic territory and a sales target. We aim to spread our network especially in the rural regions, where a major portion of our consumer base is constituted. As part of our efforts, we have embarked on customised branding exercises such as advertising campaigns in leading automotive magazines, mechanic meets and dealer meets.

Our overseas sales and marketing functions are fully integrated and centrally coordinated in Endurance Italy. We have dedicated sales teams and key account managers that are responsible for consolidating our relationship with key customers and developing strategies to ensure that we are engaging in projects and developing the right products in line with our business growth and market trends.

Manufacturing Facilities and Other Properties

Our operational facilities include 18 manufacturing plants in India, including eight plants in Aurangabad, five plants in Pune, two plants in Pantnagar and one plant in each of Chennai, Manesar and Sanand. We have entered into land leases for 16 manufacturing facilities and own the land for the remaining two facilities. Our international facilities include two plants in Massenbachhausen, Germany and five plants in and around Torino, Italy. In Italy, we own two of our five manufacturing facilities, have taken lease on two other and the fifth is partly owned and partly taken on lease. In Germany we have taken on lease for two of our manufacturing plants. We consider all of our principal manufacturing facilities and other significant properties to be in good condition and adequate to meet the needs of our operations.

Our casting facilities in India include a wide range of low-pressure to high-pressure casting equipment. These facilities are equipped with melting furnaces, vacuum impregnation plants, heat treatment furnaces and X-ray facilities. In our machine shop, we have vertical machining centres and horizontal machining centres, paint shops, vacuum impregnation plants, standard rooms and other facilities for making fully finished parts for our customers. Our casting facilities in Europe are also equipped with a wide range of high-pressure die-casting equipment, with fully robotic casting cells for automated pouring, cooling and trimming facilities, quality control rooms equipped with x-ray machines, CT machines and three-dimension co-ordinate measuring machines.

Our suspension manufacturing facilities are equipped with various suspension production equipment such as CNC and VMC machinery, seam welding, CO_2 welding and projection welding equipment, grinding plants, nickel hard chrome plating plants, induction hardening and powder coating plants and modern semi-automated assembly lines.

Our transmission manufacturing facilities are equipped with paper segmenting machines, petal pasting machines and composite material thermosetting machines for friction plates. They also have duplex grinding machines and CNC machines for manufacturing clutch assemblies. The facilities also have heat treatment processes like soft nitrating, plasma arc welding and dynamic balancing for manufacturing CVTs.

Our braking system manufacturing facility is equipped with assembly shops, a brake hose manufacturing facility, double disc grinding machines, machining lines with VMC, CNC and special purpose machinery, a hydraulic press, two heat treatment furnaces, roller straightening machinery, a heat resistant paint shop and an anodising plant.

The following table sets forth certain principal details with respect to each of our current manufacturing facilities.

Plant	Location	Leased/owed	Products	Annual Installed Capacity as of June 30, 2016	Actual Q1 FY2017 Production	Date of Commissioning	Certifications
Raw and Machined Aluminium Casting							
India							
B-2	Aurangabad	Leased	Casting (high-pressure)	12,616 MT	2,824 MT	September, 1985	ISO/TS-16949 ISO 14001 BS OHSAS 18001
K-227 and K226/1**............	Aurangabad	Leased	Casting (high-pressure)	6,000 T	1,506 MT	March, 2003	ISO/TS-16949 ISO14001 BS OHSAS 18001
L-6/3..................	Aurangabad	Leased	Casting (low-pressure, tool room, painting)	6,561 MT	1,585 MT	February, 2005	ISO/TS-16949 ISO 14001 BS OHSAS 18001
			Machining	10,934,300 units	1,699,764 units		-
A-12	Pune	Leased	Alloy melting	13,121 T	1,427 MT	November, 2015	-
B-1/2 and 1/3	Pune	Leased	Casting (high-pressure) Machining	10,934 T	2,308 MT	June, 2005	ISO/TS-16949 EOHS
			Dies	140 units	13 units		
B-20	Pune	Leased	Machining and Painting	7,500,000 units	1,433,413 units	August, 2003	ISO/TS-16949 ISO 14001 BS OHSAS 18001
B-22	Pune	Leased	Casting and Machining (alloy wheels)	9,252 T	1,938 MT	June, 2006	ISO/TS-16949
Chennai..............	Chennai	Leased	Casting (high-pressure) Machining	8,161 T	1,428 MT	July, 2007	ISO/TS-16949 ISO 9001
Manesar	Manesar	Owned	Casting (high-pressure) Machining	8,411 T	1,289 MT	May, 2005	ISO/TS-16949 ISO 14001 BS OHSAS 18001
Pantnagar (Plot no. 3)	Pantnagar	Leased	Casting (high-pressure, painting) Machining	10,093 MT	1,756 MT	April, 2007	TS-16949 EOHS ISO 14001 BS OHSAS18001
Pantnagar (Plot no. 7)	Pantnagar	Leased	Machined Casting	302,000 units	32,562 units	April, 2007	ISO TS-16949 ISO 14001 BS OHSAS 18001
Sanand	Sanand	Leased	Casting (high-pressure)	2,683 MT	266 MT	March, 2016	ISO/TS-16949
416 Takve...........	Pune	Owned	Casting (high-pressure, tool room) Machining	12,112 MT	2,334 MT	June, 1996	ISO/TS-16949 BS OHSAS 18001
			Dies	85 units	19 units		
Europe							
Endurance AmannJahnstrasse, 19(1)..................	Massenbachhausen, Germany	Leased	High- pressure casting	7,449 MT	1,452 MT	1967[1]	ISO 9001 ISO/TS-16949 ISO TS 50001
Benzstrasse(1)	Massenbachhausen, Germany	Leased	Machining	7,959,128 units	1,679,141 units	1967[1]	ISO 9001 ISO 50001
Endurance Engineering Strada del Cacinotto, 135........	Torino, Italy	Leased	Engineering Plastic Parts	3,704 MT	788 MT	1975[2]	ISO 9001 ISO 14001 ISO/TS-16949 BS OHSAS 18001
Endurance FOA Via Regione Pozzo, 26............	Chivasso, Italy	Leased	High- pressure casting	15,112 MT	3,056 MT	2010[3]	ISO 9001 ISO 14001 ISO/TS-16949 BS OHSAS 18001
Via Bonaudo, 11...	Chivasso, Italy	Owned	Machining	4,622,734 units	1,302,214 units	2014[3]	ISO 9001 ISO 14001

1 The Company acquired Endurance Amann in 2006.

2 The Company acquired certain assets and liabilities of Grana S.r.l. in April, 2014.

3 The Company acquired a 15% stake in Endurance FOA in 2012 before increasing its stake from 15% to 100% in FY2015.

Plant	Location	Leased/owed	Products	Annual Installed Capacity as of June 30, 2016	Actual Q1 FY2017 Production	Date of Commissioning	Certifications
Via Morandi, 9.......	Grugliasco, Italy	Owned	High- pressure casting	6,341 MT	1,418 MT	1973[3]	ISO/TS-16949 BS OHSAS 18001 ISO 9001 ISO 14001 ISO/TS-16949 OHSAS 18001
Endurance Fondalmec Via del Boschetto, 2/43	Lombardore, Italy	Partly owned and partly under financial leasing	Machining	11,300,939 units	2,291,114 units	1989[4]	ISO 9001 ISO 14001 ISO/TS-16949 BS OHSAS 18001
Suspension							
E-92 and E-93	Aurangabad	Leased	Two-wheeler, Three-wheeler and Four-wheeler shock absorbers	10,800,000 units	2,064,122 units	May, 1996	ISO/TS-16949 ISO 14001 BS OHSAS 18001
			Extension Assemblies	125,000 units	15,878 units		
K-120	Aurangabad	Leased	Front fork assemblies	1,260,000 sets	,314,082 sets	October, 2000	ISO/TS-16949
			Shock absorbers	2,520,000 units	585,884 units		
K-228 & 229	Aurangabad	Leased	Shock Absorbers (including Front Fork Assembly)	3,528,000 sets	674,000 sets	January, 2001	ISO/TS-16949 BS OHSAS 18001
Pantnagar (Plot No. 3)	Pantnagar	Leased	Front Fork Assembly	1,500,000 sets	275,360 sets	April, 2007	ISO/TS-16949 ISO 14001 BS OHSAS 18001
			Shock absorbers	4,200,000 units	826,815 units		
Sanand	Sanand	Leased	Two-wheeler shock absorbers	4,800,000 units	574,395 units	March, 2016	-
			Front forks	1,200,000 units	To start production		
Transmission							
K-227 and K226/1**............	Aurangabad	Leased	CVTs	300,000 units	0 units	March, 2003	ISO/TS-16949 ISO 14001 BS OHSAS 18001
			Clutch Assemblies	4,000,000 units	625,608 units		
			Friction Plates	42,000,000 units	8,405,738 units		
Pantnagar (Plot No. 7)	Pantnagar	Leased	Clutch Assemblies	1,780,000 units	221,396 units	April, 2007	ISO/TS-16949 ISO 14001 BS OHSAS 18001
			Friction Plates	18,900,000 units	2,561,517 units		
Braking systems							
K-226/2...............	Aurangabad	Leased	Tandem Master Cylinders Sub-assembly & parts thereof	1,260,000 units	326,152 units	March, 2004	ISO/TS-16949 ISO 14001 BS OHSAS 18001
			Three Wheeler Drum Brake Assembly & parts thereof	2,268,000 units	399,922 units		
			Disc Brake Assembly comprising Caliper assembly & master cylinder brake assembly combined with hose and fittings	2,100,000 units	377,919 units		
			Rotary Disc	2,688,000 units	496,680 units		

* We do not present installed capacity for machining capacity, as we produce a wide variety of machined pieces of different shapes, sizes and complexity and therefore capacity figures would not be comparable across our manufacturing facilities.

** A single plant is located on two adjoining plots of land, K-227 and K226/1.

In addition to the above, we also plan to open another machining plant in Massenbachhausen, Germany in FY2017. We are planning on setting up a new plant at Halol (Gujarat), which we anticipate to complete in FY2018, for the supply of suspension parts to Hero.

Our Company's registered office is located at Plot no. K-228, MIDC Area, Waluj, Aurangabad, Maharashtra 431 136, India and the corporate office is located at E-92, MIDC Industrial Area, Waluj, Aurangabad 431 136, Maharashtra, India. We have taken on leases for our registered and corporate office properties from Maharashtra

4 The Company acquired Endurance Fondalmec in May 2007 before increasing its stake in Endurance Fondalmec from 51% to 100% in FY2010.

Industrial Development Corporation, pursuant to lease agreements dated September 21, 2000 and January 2, 1996, for a period of 95 years from October 1, 1999 and October 1, 1995, respectively.

In addition to our operational facilities, we also hold freehold properties with respect to the two wind farms owned by us, each located at Satara and Supa, Maharashtra. We have also sub-leased a wind farm located at Jaisalmer, Rajasthan. At Supa we have two windmills with power generation capacity of 1 MW each, at Satara we have six windmills with power generation capacity of 0.35 MW each and at Jaisalmer we have three windmills with power generation capacity of 1 MW each.

We own approximately 26 acres of freehold land in Aurangabad, which we purchased for the development of automotive proving ground (test track).

Raw Materials

The principal raw materials we use in our production are aluminium, steel sheets, steel tubes, iron and customised mechanical components produced according to our design and specifications such as springs, pistons, canisters, under-brackets and gears. In Europe, the main non-aluminium parts are mainly steel components (hub, pipes and brackets), iron components (exhaust manifold, brackets) and other components (electro valves, screws, gaskets and caps). For Q1 FY2017, our total raw materials costs accounted for 55.9% of our total revenue.

In India, we agree raw material prices in advance with each of our customers at fixed intervals that range from every month to every six months. We purchase raw materials and components from our suppliers in line with the terms and prices as agreed with our customers. Certain of our customers direct that we use particular suppliers for some or part of our raw material requirements, in which case our customers negotiate raw material prices and contract terms directly with suppliers.

Aluminium

In India, we do not enter into any long-term contracts with our suppliers. Rather, we primarily purchase aluminium from our suppliers in line with the terms and prices as agreed with our customers. Thus, we ensure that we are relatively unexposed to the risk of fluctuations in the price of aluminium, as such price fluctuations are often directly passed through to our customers. Our alloy suppliers for our domestic operations are typically based in India, the Middle East and Southeast Asia.

For our German and Italian operations, we purchase a majority of our aluminium on fixed contracts, typically one year in length, with the price rebalanced every quarter according to an index formula linked to the price variation as used by some of our main customers. We purchase our remaining aluminium requirements on the spot market, and therefore carry the risk of price fluctuations in the short term.

In India, we have also taken a strategic initiative to use aluminium alloy in liquid form to improve the operating efficiencies in our die-casting plants. Besides yielding savings in fuel cost, this was also aimed at enhancing energy conservation.

Steel

In India, we primarily purchase steel directly for the manufacturing of our disc brake components, with the supplier and price determined by our customers. Other steel requirements in the form of finished steel components are indirectly sourced by our component suppliers.

In Europe, we primarily purchase steel in the form of steel components for the machining of hubs, with the supplier and price determined by our customers.

Other raw material components

With regard to component sourcing, our regular practice is to develop long-term suppliers, as we generally require components that are specifically designed and developed to meet our needs. Consequently, we have developed a long-term supplier base along with an established supply chain. We have entered into long-term supply agreements that are typically open-ended agreements with terms and conditions with no fixed maturity period or end date, and non-disclosure agreements with our component suppliers. This ensures the timely availability of components of desired quality and quantity, while effectively protecting our intellectual property that we provide to our suppliers. In Europe, we obtain certain of our raw material components according to mandatory conditions defined by our customers, with the supplier and price also determined by our customers. Other sourcing is normally based on open purchase orders with defined prices and conditions. We arrange for the delivery of our raw material components by weekly delivery orders.

Component quality is continuously monitored and improved through the provision of guidance and support to our long-term suppliers by way of quality system audits, corrective and preventive actions on quality issues and fool-proofing. In order to provide such support to suppliers on regular basis, a dedicated supplier quality assurance division has been set up for this purpose. We rate suppliers quarterly for their performance. We also train and support suppliers for implementing the concept of TPM to achieve better productivity and process optimisation

In order to continuously optimise and reduce the component costs, various cost saving tools are deployed such as clean sheet costing, which tracks the zero-based costing of components, allocating a major share of our business to the best price vendor, value engineering of component design and manufacturing processes and strategic sourcing of certain components from best cost countries and countries that have signed free trade agreements with India.

Utilities

Energy

To power our operations, we need a substantial amount of electricity. For Q1 FY 2017, our total energy costs comprised 3.9% of our total revenue. Our operations in India, Germany and Italy purchase utilities from their respective local utility companies. In India, we also purchase power from third party suppliers, where costs are less than purchasing directly from the state electricity boards. We undertake energy conservation measures, as a result of which we are able to save on electricity costs.

We have set up three wind power plants, totalling 11 windmills, aggregating 7.1 MW in Jaisalmer (Rajasthan), Supa and Satara (Maharashtra) through which we also earn income from the sale of wind power generation.

Water

We source water from local utility companies in both Europe and India. We undertake water conservation measures, such as rain water harvesting and reducing water usage and leakage, on an ongoing basis.

Transportation

Our domestic operations use a number of different modes of transportation including road, air and rail to supply our customers with adequate amounts of finished goods and within their required deadlines. The mode of transportation for a particular shipment is dependent on the urgency, size and value of the order. Typically, we ship finished goods to our OEM customers by road. In a few cases, our customers may directly pick up the goods at our own facilities, and our customers handle these arrangements. Costs associated with the transportation of incoming materials and components are generally included in the purchase price.

Our overseas subsidiaries use a number of transportation arrangements. In Italy, all costs associated with the transportation of raw materials and finished goods are priced within the cost of the respective goods. Consequently, transportation is only arranged and paid for by our respective overseas subsidiaries in special cases. In respect of our German operations, our raw material suppliers pay for transportation and many of our customers have arrangements to pick up finished goods from our facilities. For some of our smaller customers, we arrange for transportation to those customers and the costs incurred are incorporated into the price of the product.

For imports and exports, sea and air are the modes of transport use. While local origin and destination goods will generally be shipped by road, the majority of the shipments are shipped via sea and are governed by INCOTERMS 2010. Transportation costs are generally included in the purchase price for the majority of our imports.

Research and Development

Continued R&D activities are critical to maintaining our leadership position in the industry and providing us with a competitive advantage as we seek additional business with new and existing customers. We own four dedicated R&D centres for each of our product businesses: three in Aurangabad (one each for suspensions, transmissions and braking systems) and one in Pune (for casting). All of these centres are approved by the DSIR. Additionally, we recently acquired approximately 26 acres of land in Aurangabad, Maharashtra, India to develop an automotive proving ground (test track), which is expected to be operational by the end of 2018.

We also support our overseas operations though our in-house capabilities with major computer aided design systems, including UG, Pro-Engineer and CATIA, as well as MAGMA/Pro Cast software for casting simulation. We are able to support our customers in all the phases of design, prototype, industrialisation and production. For instance, our casting process includes a feasibility analysis of high pressure die casting in order to determine best process set-up and product design optimisation. For our machining and assembly processes we design, construct and assemble instruments with our in-house facilities. All of our product businesses are supported by DSIR-approved R&D centres, allowing the businesses to design, develop and produce new products and address our customers' ever increasing demand for technology upgrades.

As of June 30, 2016, we employed 167 R&D engineers, designers, technicians and support staff in India and at our overseas R&D facilities.

As many of our products are proprietary in nature, we continually focus on developing innovative, lean and cost competitive designs to maintain a technological edge across product range.

Our R&D activities and initiatives include: (i) working with customers from concept design, feasibility study, detailed design, virtual validation and rapid prototyping to accelerated testing; (ii) in-depth root cause analysis; (iii) solving customer complaints and field failures, if any, with permanent countermeasures to avoid occurrence; (iv) product simulation using computer-aided design and computer-based simulations, such as non-linear simulation of alloy wheel designs; (v) structured product development to get "first time right" products; (vi) focus on new technologies such as combined braking systems and anti-lock braking systems to comply with future Indian regulatory requirements; (vii) benchmarking of products for performance, quality and cost; (viii) establishing detailed design, testing and evaluation standards for each product category; (ix) on-vehicle product evaluation for performance and life; (x) implementing machining solutions for tighter tolerances capabilities and surface texture quality; and (xi) undertaking visual inspection though the latest generation of automated and intelligent systems.

In addition, we have equipped our facilities with new high-pressure casting equipment, including: (i) a new melting furnace and metal treatment machine (for degassing and cleaning) with improved efficiency; (ii) a new die lubrication system for higher productivity and quality; (iii) a compact and efficient die-casting machine coupled with vacuum systems and de-flashing units; and (iv) a high-cooling rate unit coupled with a new die design for thinner walls, which result in lighter castings, and also for higher productivity.

Our R&D expenditure by our Indian operations during the last three fiscal years is set forth below:

	FY2014 (₹ in million)	**FY2015 (₹ in million)**	**FY2016 (₹ in million)**	**Q1 FY2017 (₹ in million)**
Total..	290.07	255.23	456.88	70.34

In addition, we also have capital expenditures on R&D in Europe.

In order to effectively manage our overseas R&D projects, we are in the initial stages of planning and setting up a dedicated technology centre in Italy at Endurance FOA for foundry, machining and assembly related process technologies to allow us to develop structural aluminium castings with our customers for passenger cars. The technology centre will also perform on-the-job training activities for the new employees and for existing employees on new product and system launches. We expect this technology centre to be operational in the fourth quarter of FY2017.

To support our R&D activities, we also have an Advanced Engineering Group in India, which comprises:

- computer-aided engineering activities, which includes finite element analysis, multi-body dynamic analysis, impact analysis, computational fluid dynamics analysis, explicit non-linear analysis, mathematical modelling and MAGMA;

- road-load data acquisition activities, which includes collection of data on road and test tracks to enhance our ability to understand how our products function in the road and therefore develop and optimise our products;

- testing facilities, where each R&D centre has dedicated test facilities, including a test track which range from material testing to component level testing, product level testing to on-vehicle level testing;

- an elastomers team to better understand rubber technology, help to focus on product durability, warranty reduction and keep elastomer component costs under check;

- an oil and friction team to research on the application specific optimisation of oil performance characteristics and friction characteristics;

- a electronic control system team established to cater to the emerging trends of increasing usage of electronic control in automobiles;

- an intellectual property team to process new patent applications and track competitors' and industry activities on patents; and

- accelerated lab testing with well-established correlation to customer usage, which helps us in reducing substantial new product development time.

Intellectual Property

Our portfolio of intellectual property includes patents, designs, trade secrets, licenses and trademarks. We emphasise the protection of our intellectual property through our dedicated intellectual property cell. Additionally, we carry out a number of innovation related activities in our organisation to increase awareness of our intellectual property initiatives.

We have also taken a number of measures to protect our intellectual property to mitigate the emergence of counterfeit products. For example, we proactively register our logo and symbol in the jurisdictions we are present in as well as the jurisdictions we intend to export to. We engage in promotions at the grassroot level, where we communicate with distributors and dealers abroad to educate them about our products. In India, we have even filed police cases where we encounter counterfeit products. For more information, see "*Risk Factors – The availability of counterfeit products, such as products passed off as our products by others in the aftermarket business, could adversely affect our goodwill and results of operations*" beginning on page 39 of this Prospectus.

Patents

We have applied to register patents for a variety of products including shock absorbers, braking systems, clutch assemblies and aluminium alloy wheels. Our patent portfolio covers many aspects of our products and the processes for making those products. We have been granted four patents to date, of which two relate to clutch assemblies and two relate to shock absorbers. In India, we have made applications for 41 further patents which are in various stages of grant. Of the 41 pending applications, 18 are for suspension-related products, 15 are for transmission-related products, six are for brake-related products, and two are for casting-related products. In addition, we have developed substantial manufacturing expertise that we believe provides a competitive advantage in the marketplace.

Designs

We have one registered design for aluminium alloy wheel casting. In India, in addition to the registered design, we have filed three design registration applications in the area of suspension of two-wheelers. We provide special emphasis on securing design registrations for our proprietary products.

Trademark

We view our mark, "Endurance", as a material asset and register our trademark in jurisdictions we are currently in and plan on going into. We registered our mark and logo with the Trademark Registry and have been granted a Certificate of Registration. Our trademark for the word and label "Endurance" is valid in India up to August 17, 2023 and April 11, 2024, respectively, and our trademark for our logo is valid in India up to April 11, 2024. We have also registered our mark and logo in People's Republic of China, Colombia, Europe, Kenya, Kingdom of Nepal, Pakistan, Peru, Sri Lanka, Republic of Sudan, Thailand, Yemen and the UAE.

We have also applied for the registration of the name "Endurance" and the logo ENDURANCE in Bangladesh, Ecuador, Egypt, Guatemala, Nigeria, Ethiopia, Peru and Indonesia.

Additionally, we have secured trademark registration for our Endurance Variable Torque Clutch ("EVTC") trademark and have one trademark application for our Front fork with Separate Damping and Spring ("FSDS"), pending.

Health, Employee Safety & Environment

Employee health and safety is of high importance to us. Any mishaps or accidents at our facilities or any emission or leakage from our factory could lead to property damage, production loss, adverse publicity and accident claims. We aim to become a zero-accident organisation and continually take initiatives to reduce the risk of accidents and prevent environmental pollution at our facilities including:

- ensuring that plant employee safety manuals covering employee safety and environmental procedures are in place and implemented and that plant level hazard identification and risk assessments are periodically carried out;

- providing training and awareness programs on employee safety and environment to all employees, including training on use of cranes and forklifts, furnaces and other die-casting machines and other operations at shop-floors, the use of first aid and other procedures to deal with emergencies;

- implementing regular proactive employee safety audits, management review meetings and periodic employee safety meetings;

- implementing employee safety and environment regulations such as our Contractor Safety Management System;

- implementing corrective and preventive measures for all incidents and accidents;

- implementing and maintaining our legal compliance management system;

- conducting periodic safety and environment audits and ensuring necessary standard operating procedures are in place for effective implementation; and

- conducting periodic emergency mock drills in our plants.

We experienced work-related fatalities or injuries in each of the FY2010, FY2011, FY2012 and two in FY2016. After each incident, we conducted a thorough internal investigation as to the reasons that the incident occurred, and implemented policy and process changes aimed to minimize the risk of similar future incidents.

More generally, we take the issue of workplace health and safety extremely seriously, as we view protecting the health and safety of our workers as one of our most fundamental responsibilities. Senior management, along with our head of safety, the heads of each plant, and various other members of our Company undertake a monthly safety review of all plants in India. In these monthly reviews, we discuss safety issues relevant to each plant, as well as provide specific process safety trainings. We undertake similar safety reviews once every two months in Europe.

In addition to creating initiatives to improve workplace employee safety, we also implement initiatives to reduce the environmental impact of our operations. Such initiatives include:

- organizing periodic workshops to enhance the capabilities of plant heads and their teams with respect to environment compliance management;
- setting up and periodically upgrading effluent treatment plants and sewage treatment plants at all of our manufacturing locations to treat and recycle treated waste water;
- generating renewable energy sources, such as developing windmills to generate energy to power our operations;
- switching to cleaner fuels like liquefied petroleum gas in place of fossil fuels such as furnace oil and diesel; and
- switching to LED lights from a conventional lighting system.

Environmental requirements imposed by our government will continue to have an effect on our operations and us. We have obtained, or are in the process of renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. Our activities are subject to the environmental laws and regulations of India, which govern, among other things, air emissions, waste water discharges, the handling, storage and disposal of hazardous substances and wastes, the remediation of contaminated sites, natural resource damages, and employee health and employee safety. We have an automated internal system to track laws applicable to us. Our overseas subsidiaries in Germany and Italy are also subject to regulations relating to environmental, health and safety measures.

Human Resources

As of June 30, 2016, we employed 5,082 employees.

The following table illustrates the breakdown of the numbers of our employees by function as of the dates indicated.

	As of March 31,			As of June 30,
Function	**2014**	**2015**	**2016**	**2016**
Plant Operations	3,911	4,097	4,305	4,290
Marketing	19	20	21	21
Finance, IT and Legal	184	181	188	190
Human Resources and Administration	203	210	220	225
Purchase Department	126	120	135	139
Research and Development	143	146	169	167
Aftermarket Sales Services	40	46	50	50
Total	**4,626**	**4,820**	**5,088**	**5,082**

The following table illustrates the breakdown of the number of our employees by geography as of the dates indicated.

	As of March 31,			As of June 30,
Location	**2014**	**2015**	**2016**	**2016**
India	4,242	4,166	4,385	4,372
Germany	208	216	226	227
Italy	176	438	477	483
Total	**4,626**	**4,820**	**5,088**	**5,082**

We consider our employees to be the assets of our organisation and we are committed to building and nurturing our human capital. We focus our human resource initiatives in the following areas: recruitment and retention, learning and development, performance management and review and communication. In 2014, we launched an organization-building program in India designed to develop future leadership from within our organization, and in 2013 we instituted a reward and recognition policy under which teams and individuals are incentivised for innovation. We continuously review our existing human resource initiatives to make them more inclusive, employee engaging and skill-development oriented.

As of June 30, 2016, 1,944 of our employees in India, representing 38.25% of our global workforce, are members of labour unions. In India, we have signed 14 agreements with labour unions, which are set to expire between November 2016 and November 2019. Under certain of our agreements, we have guaranteed bonuses, guaranteed wage increases and linked wages to productivity. In FY2014, we have signed wage agreements with certain trade unions for our plants at B 1/2 & 1/3 in Chakan, and Plot no. 3 and 7 in Pantnagar. In FY2015, we have signed wage agreements with certain trade unions for our plants at L-6/3, K-228 & K-229, B-2, K-226/2 and K-226/1 & K-227 at Aurangabad and B-20 and B-22 at Chakan. In FY2016, we have signed wage agreements with certain trade unions for our plants at 416 Takve in Pune and E-92 in Aurangabad. In FY2017, we have signed wage agreements with certain trade unions for our plant at Manesar.

In addition to our own employees, we also involve additional workers who are hired on a contract labour basis through registered contractors for ancillary activities.

Corporate Social Responsibility

Our social responsibility programs go beyond donations and sponsoring charity events and instead comprise of several initiatives which vary with the needs of the society and environment. We have undertaken several corporate social responsibility programs in the areas of health and nutrition, water and sanitation, education and agricultural methodology and livelihood.

We partnered with Sevak Trust, a registered trust, to set up a vocational training centre for school drop-outs, families of workers and educationally and economically under-privileged youth in Aurangabad and its suburban areas. We have also undertaken a community development project through Sevak Trust by adopting Panchpeerwadi, a village located approximately 25 km from Aurangabad, and later we added an additional four villages, namely Divshi, Padalsa, Ek Burji Wagalgaon and Kinhal. We focused on five core initiatives at these villages, comprising water and sanitation, which includes improving rain water collection for irrigation and providing safe drinking water, agriculture and livelihood, which includes training farmers in agricultural techniques, health and nutrition, which includes medical check-ups and health awareness programs, education, which includes renovating schools and teacher training schemes, and community development, which includes financial support for landless families and women. We have recently included two new villages, Sanjhkheda and Kachner, under our village development project.

In addition, we sponsor a tennis academy in Aurangabad.

In Q1 FY2017, we spent ₹ 4.5 million on corporate social responsibility initiatives.

Insurance

Our operations are subject to various risks inherent in the automobile industry as well as fire, theft, earthquake, flood acts of terrorism and other *force majeure* events. We maintain insurance cover for our properties in India mainly through a consortium of Bajaj Allianz, ICICI Lombard and IFFCO Tokio. Our properties in Germany and Italy are insured with local insurance companies. From fiscal year 2014, we have also arranged an international insurance program with AIG Group for our overseas businesses to ensure better coverage on the main insurance policies on property and with XL Catlin for liability. Our insurance cover includes, among others, protection from fire, special perils, burglary, product liability, recall, and a variety of marine and employee insurance policies. We also maintain insurance for directors and officers liability, which we renewed on April 1, 2016.

We confirm that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. We generally insure our assets based on their replacement value, which is generally higher than the carrying value of our assets in our financial statements. However, our policies are subject to standard limitations and, in the case of business interruption insurance, among other things, limitations apply with respect to the length of the interruption covered and the maximum amount that can be claimed. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. See "*Risk Factors – We may not have sufficient insurance coverage to cover our* *economic losses as well as certain other risks including those pertaining to claims by third parties and litigation*" on page 44 of this Prospectus.

Competition

The automotive component industry is extremely competitive where the key factors of competition primarily comprise of quality, cost, delivery, development and management. We face both domestic and international competition. Typically, large suppliers work with only a limited number of OEMs. Consequently, we do not have a single competitor across all our product ranges. The leading competitive players within the various product ranges in which we operate include:

- Aluminium castings: in India, Sunbeam, Rico Auto Industries, Sundaram Clayton, Jay Hind Industries, Rockman Industries. In Europe, LTH Castings, GF Automotive, Handtmann, Nemak and KSM Castings

- Aluminium alloy wheels (two-wheelers): Enkei Wheels, Rockman Industries as well as international competitors from China

- Braking systems (two-wheelers and three-wheelers): ASK Auto, Allied Nippon, Brembo, Bosch Continental, NISSIN

- Telescopic front forks/shock absorbers (two-wheelers): Gabriel, Munjal Showa, Showa India

- Clutch assemblies (two-wheelers and three-wheelers): FCC, Makino, Exedy, RICO

- CVTs (two-*wheelers)*: FCC, Exedy (transmission systems)

Legal Proceedings

For further details on the outstanding litigation against our Company, our Subsidiaries, our Directors and our Promoter, see "*Outstanding Litigation and Material Developments*" beginning on page 500 of this Prospectus.

REGULATIONS AND POLICIES

The following description is a brief summary of the relevant regulations, policies and plans which are applicable to our Company, its Subsidiaries in Italy and Germany and their businesses. The information detailed in this chapter has been obtained from the websites of the relevant regulators and publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to the Bidders and are neither designed nor intended to be a substitute for professional legal advice. Taxation statutes such as the Income Tax Act, 1961, Central Sales Tax Act, 1956, Central Excise Act, 1944, the Customs Act, 1962 and applicable local sales tax statutes and applicable shops and establishments' statutes apply to us in India as they do to any other Indian company. For details of government approvals obtained by our Company in compliance with these regulations, please see "*Government and Other Approvals*" on page 507 of this Prospectus. The statements below are based on the current provisions of applicable law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

KEY REGULATIONS IN INDIA

Key Industry Regulations

Our Company deals in the manufacturing of automotive components. For the purpose of the business undertaken by our Company, our Company is regulated by various general and sector-specific laws and regulations in India, and is accordingly required to obtain certain licenses and approvals under the prevailing laws and regulations as applicable. The industry is regulated in India by the following regulations and policies:

Regulation of the automotive components manufacturing industry

The National Auto Policy

The National Auto Policy, 2002, as amended ("National Auto Policy") was introduced by the Department of Heavy Industries, Ministry of Heavy Industries and Public Enterprises, GoI in March 2002, with the aim, among others, to promote a globally competitive automotive industry and emerge as a global source for auto components, ensure a balanced transition to open trade at a minimal risk to the Indian economy and local industry, to encourage modernisation of the industry and facilitate indigenous design, research and development and to develop domestic safety and environmental standards at par with international standards.

The Automotive Mission Plan, 2006-2016

The Ministry of Heavy Industries and Public Enterprises, GOI released the Automotive Mission Plan, 2006-2016 ("Automotive Mission Plan") in December 2006. This plan contained recommendations of the Task Force of the Development Council on automobile and allied industries constituted by the GOI. For the promotion of exports in the auto component sector, among other things, it recommends the creation of special automotive component parks and virtual special economic zones, which would enjoy certain exemptions on sales tax, excise and customs duty, as well as certain tax exemptions and concessions in relation to promotion of research and development in the automotive sector. The Automotive Mission Plan recommends a detailed intervention in order to promote export, expand domestic demand, favourable tariff policy, increase in investment in the automobile sector and provision of inspection and certification systems among other things. In all these, the role of the Government is of facilitating infrastructure creation, promoting the country's capabilities, creating a favourable and predictable business environment, attracting investments and promoting research and development. The role of industry is primarily of designing and manufacturing products of world-class quality standards, establishing cost competitiveness, improving productivity of both labour and capital, achieving scale and research and development enhancing capabilities as well as showcasing India's products in potential markets.

Research and Development Cess Act, 1986

The Research and Development Cess Act, 1986, as amended (the "R&D Act") is a statute to provide for the levy and collection of a cess on all payments made for the import of technology for the purpose of encouraging the commercial application of indigenously developed technology and for adapting imported technology to wider domestic application. The R&D Act mandates payment of cess, at a rate not exceeding 5% on all payments made towards the import of technology, as the Central Government may notify for the purpose. In the event such cess is not paid on or before making payments towards import of technology, the Technology Development Board, may impose on the company or entity a penalty not exceeding 10 times the amount of cess unpaid.

Regulation of the manufacturing sector

The primary central legislation governing the manufacturing sector is the Factories Act, 1948, as amended. In addition to this, compliance has to be ensured with various labour related legislations, including the Payment of Gratuity Act 1972, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employees State Insurance Act, 1948 and the Contract Labour (Regulation and Abolition) Act, 1970, each as amended.

Export Promotion Capital Goods Scheme ("**The EPCG Scheme**"**)**

The EPCG Scheme provides that importers can benefit from reduced duties on the import of capital goods provided that they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by physical exports or by way of "deemed exports", which are transactions deemed to be exports.

Duty Drawback Scheme

The duty drawback scheme is an option available to exporters. Under this scheme, exporter of goods is allowed to take back refund of money to compensate him for excise duty paid on the inputs used in the products exported by him. It neutralizes the duty impact in the goods exported. Relief of customs and central excise duties suffered on the inputs used in the manufacture of export product is allowed to exporters. The admissible duty drawback amount is paid to exporters by depositing it into their nominated bank account. Section 75 of the Customs Act, 1962 and Section 37 of the Central Excise Act, 1944, empower the Central Government to grant such duty drawback.

Customs, Central Excise Duties and Service Tax Drawback Rules, 1995 ("the Drawback Rules") have been framed outlining the procedure to be followed for the purpose of grant of duty drawback (for both kinds of duties suffered) by the customs authorities processing export documentation. Under duty drawback scheme, an exporter can opt for either all industry rate of duty drawback scheme or brand rate of duty drawback scheme. The all industry rate of duty drawback scheme essentially attempts to compensate exporters of various export commodities for average incidence of customs and central excise duties suffered on the inputs used in their manufacture. Brand rate of duty drawback is granted in terms of rules 6 and 7 of the Drawback Rules in cases where the export product does not have any all industry rate or duty drawback rate, or where the all industry rate duty drawback rate notified is considered by the exporter insufficient to compensate for the customs or central excise duties suffered on inputs used in the manufacture of export products. For goods having an all industry rate, the brand rate facility to particular exporters is available only if it is established that the compensation by all industry rate is less than 80% of the actual duties suffered in the manufacture of the export goods.

Merchandise Exports From India Scheme (the "MEI Scheme**")**

Pursuant to the Foreign Trade Policy (2015-2020), the MEI Scheme was introduced to provide rewards to exporters to offset infrastructure inefficiencies and associated costs in export of goods, especially those having high export intensity, employment potential and ability to enhance India's export competitiveness. Export of notified goods to notified markets are rewarded under the MEI Scheme. The basis for calculation of the reward under the MEI Scheme is on the Free on Board ("FOB") value of exports realized in free foreign exchange or on the FOB value of exports mentioned in the shipping bill, whichever is less, unless otherwise specified. With effect from June 1, 2015, the MEI Scheme mandatorily requires a declaration of intent to be endorsed on the shipping bills (except free shipping bills) to be eligible to claim any reward under the MEI Scheme.

INTELLECTUAL PROPERTY RIGHTS

In India, patents, trade marks and copyrights enjoy protection under both statutory and under common law. The key legislations governing intellectual property in India and which are applicable to our Company are the Patents Act, 1970, Copyright Act, 1957 and the Trade Marks Act, 1999. India is also a party to several international agreements for the protection of intellectual property rights.

ENVIRONMENTAL LEGISLATIONS

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India are the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986 and the rules and regulations thereunder and The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. Pollution Control Boards ("PCBs"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state to control and prevent pollution. The PCBs are responsible for setting the standards for the maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. All industries and factories are required to obtain consent orders from the PCBs, and these orders are required to be renewed annually.

LABOUR LAWS AND OTHER LAWS

Depending on the nature of work and number of workers employed at any workplace, various labour related legislations may apply to us. The following is an indicative list of labour laws applicable to our operations in India:

- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Industrial Disputes Act, 1947;
- The Employees' State Insurance Act, 1948;
- The Factories Act, 1948;
- The Maternity Benefit Act, 1961;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Employee's Compensation Act, 1923;
- The Minimum Wages Act, 1948;
- The Payment of Wages Act, 1936;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Industrial Employment (Standing Orders) Act, 1946;
- The Trade Unions Act, 1926; and
- The Legal Metrology Act, 2009

KEY REGULATIONS IN ITALY AND GERMANY

Regulatory Framework for Our Operations and Products in Europe

The manufacturing sites we operate in Europe have to comply with several environmental and regulatory requirements, which can be enforced by the authorities and to a certain extent by competitors (*e.g.*, via the competition laws) or by environmental non-governmental organizations based on their broader access and action rights. In addition, environmental liabilities can occur due to public or civil environmental laws. The following description summarizes the main legal sources in the EU for such obligations or liabilities. The regulations applicable within each EU member state may have distinctive characteristics, for instance, due to leeway with regard to the implementation of EU directives into each EU member state's legal system or within areas of law that have not yet been harmonized fully or in parts at the EU level. In addition, several of the legal acts adopted by European institutions may be complemented by implementing additional (stricter) requirements established by specific EU member states.

Permits and Compliance

For the construction, operation and alteration of industrial facilities, such as our manufacturing plants, we generally need emission control permits or, alternatively, building permits and permits under water laws. In the application process for such permits, the authority assesses whether the specific facility the permit has been applied for will be in compliance with applicable provisions of environmental and regulatory law, in particular, with regard to emissions, planning law and building regulations, waste disposal, nature protection, occupational health and safety and, in the case of permits under water law, use and disposal of water. As a general rule, the permits cover most environmental and regulatory requirements that have to be met such as emissions and occupational health and safety). Some application procedures include public participation (*e.g.* the application procedure for an emission control permit may include a public participation not limited to specific stakeholders). As a result of the public participation objections may be raised and thereby complicate and delay procedures. Moreover, permits may be subject to legal proceedings initiated by third parties, namely neighbours and environmental non-governmental organizations whose participation rights have been expanded by the EU public participation directive (Directive 2003/35/EC, as last amended by Directive 2011/92/EU of the European Parliament and of the Council of 13 December 2011) and its interpretation by the European Court of Justice.

Non-compliance with the requirements set out in specific permits and their ancillary conditions may trigger administrative fines, the responsible individuals may also be subject to criminal prosecution. Furthermore, as a worst case scenario the authority may order a (partial) shutdown of the facility and, under certain circumstances, revoke the permit.

Industrial Emissions Control

Directive 2010/75/EU on industrial emissions (the "IED"), successor of Directive 2008/1/EC of the European Parliament and of the Council concerning integrated pollution prevention and control, stipulates that certain industrial installations, including installations for the production and processing of metals, are generally required to have a permit. This permit can only be issued by the competent authority if specified environmental conditions are met (*e.g.*, if the operator takes appropriate preventive measures against pollution and if the installation does not cause significant pollution).

The IED includes, *inter alia*, a regular authority review and update of permits in view of new technical standards and enforcement. In addition, activities subject to a permit requirement under the IED have to reach the standard of the "best available techniques" ("BAT"). The EU Commission will draw up, review and, where necessary, have updated the BAT standards and issue the binding BAT conclusions for the application of BAT in practice (e *g.*, specific thresholds, monitoring measures, consumption levels). These binding BAT conclusions are published in best available technique reference documents ("BREF"). BAT is a dynamic concept and continues to evolve as new measures and techniques emerge, science and technologies develop and new or emerging industrial processes are introduced. In order to reflect such developments and the consequences of such developments for BAT, BREFs are subject to periodic review and update. For instance, the BREF for the Non-Ferrous Metals Industries, which was adopted by the European Commission in 2001, is currently under review (final draft dated October 2014).

The IED requires a periodical review of the ancillary conditions in existing permits and, if necessary, amendments of these conditions to ensure compliance with the IED. For example, this is a novelty in the German system where permits under the Federal Emission Control Act are as a rule unlimited in time and only subject to subsequent amendments to the extent they are proportionate. The requirement of iterative amendments of existing permits may also apply to the installations operated by us as a few of our installations fall within the scope of the IED.

For certain installations subject to the IED, there is a new requirement relating to the status of soil and (ground) water. This new requirement applies not only to new installations, but also to existing installations if a permit is updated. For these installations, since 7 January 2013, the operator must prepare and submit a baseline report on soil and groundwater contamination to the authorities in order to establish a reference situation for the case that installations later on are decommissioned. Upon cessation of activities, the operator will be required to restore the environmental status established in the baseline report. Also, there will be public access to these reports, enforcement and other environmental information. This is expected to increase perception and costs of operating industrial plants subject to the IED requirements.

In Germany, for example, the provisions of the IED were implemented into German law through amendments to the Federal Emission Control Act (*Bundes-Immissionsschutzgesetz*), the Federal Water Management Act (*Wasserhaushaltsgesetz*), the Law on Closed Cycle Management (*Kreislaufwirtschaftsgesetz*) and other environmental laws and ordinances.

In Italy, the provisions of the IED were implemented into Italian law by Legislative Decree n. 46/2014 (which modifies the national provisions of Legislative Decree n. 152/2006, the Unified Code of Law on Environment).

The Integrated Pollution Prevention and Control ("IPPC") Legislation regulates the activities of industrial plants (which have a high potential for pollution), and provides for a particular public authorisation (the "AIA") that contains, in one administrative act, all the permissions to release pollutants into air, water, ground and waste production. Such authorisation is released only upon compliance with specific environmental conditions. This particular authorisation is necessary for Italian industries to carry on production activity in compliance with the integrated pollution and control principles issued by the European Commission since 1996.

The IPPC/IED legislation provides for the obligations of information and social participation of all stakeholders. There is an obligation to collaborate among authorities and the industrial facilities managers to achieve continuous improvement in environmental performance. In some circumstances, the AIA authorisation is linked to other administrative procedures, such as the evaluation of the environmental impact (the "VIA") and to other environmental authorisations (for example, AUA for industries that are not subject to the AIA or VIA authorisation).

The AIA authorisation is released by the Region or the Province for minor industrial plants. The AIA authorisation is provided by the Ministry of Environment for major industries on the basis of a detailed examination made by a technical commission. The investigation work is performed by a conference of the authorities among which the Mayor of the municipalities may express comments regarding health matters and city planning.

Emissions from Production Processes

Volatile Organic Compound Emissions

We operate installations using volatile organic compounds ("VOC**"**). A few of those installations are subject to requirements on VOC in the IED, hence, we are obliged to comply with its requirements as implemented by national laws. On 7 January 2014 the IED replaced the Council Directive 1999/13/EC of 11 March 1999, complemented and amended by Directive 2004/42/EC of the European Parliament and of the Council of 21 April 2004 and Directive 2008/112/EC of the European Parliament and of the Council of 16 December 2008 ("**VOC Directive"**).The requirements on VOC in the IED in particular relate to substitution of hazardous substances as well as control and monitoring of emissions. The IED does not explicitly provide stricter emission limits for VOC than the VOC Directive. It does, however, strengthen the importance of BAT in the permitting procedure as well as in the course of a permit review. These BAT standards may impose more stringent emission limit values compared to the VOC Directive. The IED may therefore constitute a ratcheting up of the current regulatory framework for VOC emissions.

Waste from Production Processes

As of 12 December 2010, Directive 2008/98/EC of the European Parliament and of the Council of 19 November 2008, as last amended by Commission Directive (EU) 2015/1127 of 10 July 2015 (the "Waste Framework Directive") redefined the legal framework on waste treatment within the EU. We have to comply with the requirements of the Waste Framework Directive as implemented by the national laws. This relates in particular to the disposal of waste from production processes. The measures provided for in the Waste Framework Directive apply to all substances or objects which the holder discards or intends or is required to discard. The Water Framework Directive does not apply to gaseous effluents, waste waters and some other types of waste which are subject to specific EU rules.

The Waste Framework Directive introduced a new waste hierarchy, *i.e.*, the members states have to take the following measures for the treatment of their waste (listed in order of priority): (i) prevention, (ii) preparing for reuse, (iii) recycling, (iv) other recovery, including, notably, energy recovery, and (v) disposal. Yet, as regards specific waste streams, EU member states may depart from the hierarchy where this is justified by life-cycle thinking on the overall impacts of the generation and management of such waste.

EU member states must ensure that any original waste producer or holder carries out the treatment of waste himself or has the treatment handled by a dealer or an establishment or undertaking which carries out waste treatment or arranged by a public or private waste collector in compliance with the waste hierarchy and without endangering human health and without harming the environment.

In principle, EU member states have to require any establishment or undertaking intending to carry out waste treatment to obtain a permit from the competent authority. Specific activities that are not subject to a permit requirement need prior registration with public authorities. In accordance with the "polluter pays" principle, the cost of waste management must be borne by the original waste producer or by the current or previous waste holders.

Furthermore, the Waste Framework Directive strengthens waste prevention through the instruments of producer responsibility and waste prevention programs. It also supports the recovery of waste by stating obligations to separate waste and recycling targets for certain types of waste. The Waste Framework Directive establishes a procedure to define criteria for by-products and the end of waste status for specific production processes and waste streams, which will ensure legal certainty and improve the acceptance of quality recycling products. It also clarifies the distinction between energy recovery and disposal of waste by introducing energy efficiency criteria. On 2 July 2014, the European Commission adopted a legislative proposal to review recycling and other waste targets in the Waste Framework Directive (COM/2014/0397 final). The main elements of the proposal aim to improve recycling and the re-use of municipal and packaging waste. Moreover, the disposal of waste by means of landfilling shall be reduced. At its plenary session on 10/11 December 2014, the European Economic and Social Committee gave its opinion on the proposal. However, the proposal was withdrawn by the Commission's Work Programme for 2015 on 16 December 2014 with the purpose to be replaced by a new proposal in the course of 2015. On 2 December 2015 the Commission adopted an ambitious new Circular Economy Package including new waste reduction targets as mentioned above and initiated the legislative process (COM/2015/614 final).

Soil and Groundwater Contamination

We may be liable for soil and groundwater contamination present on currently used sites. At present, we have not carried out remediation measures related to soil and groundwater in Italy. We may further be liable for soil and groundwater contamination on former sites as well as adjacent sites. We cannot exclude that remediation measures related to these sites may be required in the future. In addition, we cannot exclude that soil and groundwater contamination may be identified on further currently used sites.

On the European level, liability for contamination of soil and groundwater has not, to date, been subject to specific regulations or a protection policy. Some soil protection aspects can be found scattered in various legal documents (in Italy, for example, it is provided by the AIA), hence different policies can contribute to protect soil. This is the case with many provisions in the existing environmental legislation in areas such as water, waste, chemicals, industrial emissions, nature protection and pesticides. However, these provisions do not establish a comprehensive soil protection regime including liability for soil and groundwater contamination. The European Commission therefore strives to establish a common framework to protect soil on the basis of the principles of preservation of soil functions, prevention of soil degradation, mitigation of its effects, restoration of degraded soils and integration in other sectorial policies. It published a proposal for a directive on soil protection in 2006 (COM (2006) 232 final dated 22 September 2006). However, this proposal was withdrawn by the European Commission via a so called obsolete proposal on 21 May 2014. A new proposal has not been submitted yet. On 13 February 2012, the European Commission has published a report on ongoing activities in the field of soil protection (COM (2012) 46 final) according to which no progress has been made on the implementation of the proposed European directive on soil protection. The Committee of the Regions has published an opinion of 29 - 30 November 2012 (OJ C 17, 19 January, 2013, p. 37), which recommends implementing a soil framework directive without limit thresholds. Hence, it is rather unlikely that this framework directive, if it comes into force, includes stricter requirements than the current national provisions. As the remediation of contaminated sites is part of the priority objectives of the General Union Environment Action Programme to 2020 of 20 November 2013 (Decision No. 1386/2013/EU of the European Parliament and of the Council), which entered into force in January 2014, the EU institutions and the member states are responsible for ensuring that by 2020 land is managed sustainably in the Union, soil is adequately protected and the remediation of contaminated sites is well underway. .In Germany, for example, liability for soil and groundwater contamination is laid down in the Federal Soil Protection Act (*Bundes-Bodenschutzgesetz*) in conjunction with the Federal Soil Protection and Contamination Regulation (*Bundes-Bodenschutz - und Altlastenverordnung*). Both require specific measures if certain thresholds of hazardous substances are exceeded. These measures include that contamination of soil and groundwater must be explored, removed, reduced or, at least, prevented from spreading onto adjacent sites or that its spreading is mitigated in the long term. If there is reasonable suspicion that contamination of soil and groundwater may be present on a site, the authority may order investigation measures to explore the contamination. If the suspicion is confirmed, the authority may order remediation or containment measures.

Under the German Federal Soil Protection Regime, both the present owner and the party currently having control of the premises may be held liable by the authorities to undertake such measures which often imply significant costs. The same applies to the party who caused the contamination, its universal successor (*Gesamtrechtsnachfolger*) as well as to the former owner if it transferred ownership after 1 March 1999, and was or must have been aware of the soil or groundwater contamination. Furthermore, if a legal entity is liable for soil and groundwater contamination under the aforementioned provisions, it cannot be ruled out that the shareholders in this entity may be held liable in evident cases of circumvention of liability for soil and groundwater contamination. In all cases of liability for soil and groundwater contamination, it may be subject to controversy what actually caused an existing contamination. Although the competent authorities are allowed to issue remediation orders against the parties mentioned above, they usually aim for the most efficient remediation by addressing such order to the party with the largest financial resources. If a party is held liable by the authorities for soil and groundwater contamination, it may be indemnified by other liable parties under the Federal Soil Protection Act. Yet, contractual agreements under civil law (*e.g.*, guarantees and indemnities) do not protect against authority action. Such agreements may only provide for reimbursement. Furthermore, contractual agreements may protect from compensation claims of other liable persons under the Federal Soil Protection Act.

In Italy, liability for soil and ground water contamination is provided in Legislative Decree (T.U. ambiente D.Lgs. n.152/2006 updated with L.125 2015) which has implemented the "those who have contaminated shall be liable to indemnify" principle.

The law provides that soil and ground water contamination must be monitored in order to eliminate it, reduce it, or at least, to avoid it from spreading to nearby places.

Where soil and ground water contamination is suspected to be present at a site, the competent authority may carry out an investigation to identify the contamination. If the contamination thresholds are exceeded, the authority may order remediation measures.

The law provides that the subject liable for such remediation measures is the person who has committed the contamination. If this person is unknown or does not provide for remedies, then the owner of the site or any other interested subject or the public administration will take the necessary action and the relative cost of the remediation shall be borne by the owner of the site.

Contractual agreements (for example guarantees and indemnity fees) do not protect against the public authorities' action. Such agreements are necessary for damages remedy action against the person that contaminated the site.

Water Use and Protection and Waste Water Treatment

We are subject to EU regulations on water use and protection (implemented by the applicable national laws) as we extract water (*e*.g., from groundwater wells), use and dispose of it in the course of our production processes. Directive 2000/60/EC of the European Parliament and of the Council of 23 October 2000, as last amended by Commission Directive 2014/101/EU of 30 October 2014 (the "Water Framework Directive"), includes a comprehensive approach to water protection. By means of the Water Framework Directive, the EU provides for the management of inland surface waters, groundwater, transitional waters and coastal waters in order to prevent and reduce pollution, promote sustainable water use, protect the aquatic environment, improve the status of aquatic ecosystems and mitigate the effects of floods and droughts. EU member states must ensure that water pricing policies provide adequate incentives for users to use water resources efficiently and that the various economic sectors contribute to the recovery of the costs of water services, including those relating to the environment and resources. Moreover EU member states must introduce arrangements to ensure that effective, proportionate and dissuasive penalties are imposed in the event of breaches of the national provisions implementing the Water Framework Directive. A list of priority substances selected from among the ones which present a significant risk to or via the aquatic environment has been drawn up using a combined monitoring-based and modeling-based procedure.

The list of 45 priority substances in the field of water policy is laid down in Annex X of the Water Framework Directive. Twenty-one of the identified priority substances were classified as priority hazardous substances and the EU member states are, as a rule, obliged to implement measures with the aim of cessation or phasing out of emissions, discharges and losses of the relevant substances. Furthermore, EU member states must apply environmental quality standards to all priority substances. This is set out in Directive 2008/105/EC of the European Parliament and the Council of 16 December 2008, last amended by Directive 2013/39/EU of 12 August 2013, which is a daughter directive to the Water Framework Directive.

Groundwater is protected by both the Water Framework Directive and the Directive 2006/118/EC of the European Parliament and of the Council of 12 December 2006, as last amended by the Commission Directive 2014/80/EU of 20 June 2014 ("Groundwater Daughter Directive"), which is another daughter directive to the Water Framework Directive. In particular, the Groundwater Daughter Directive lays down detailed quality criteria for the assessment of the groundwater's chemical status including standards set at the EU level and requirements for threshold values to be set at the EU member state level.

The Groundwater Daughter Directive contains criteria for the identification and reversal of pollution trends and requires EU member states to establish measures to prevent the input of hazardous substances into the groundwater and limit the introduction of other pollutants.

Discharge of waste water and its treatment is regulated by Council Directive 91/271/EEC of 21 May 1991, as last amended by Council Directive 2013/64/EU of 17 December 2013. This Directive concerns the collection, treatment and discharge of urban waste water and the treatment and discharge of waste water from certain industrial sectors. Its aim is to protect the environment from any adverse effects caused by the discharge of such waters.

Control of Major-Accident Hazards involving Dangerous Substances

Directive 2012/18/EU of the European Parliament and the Council of 4 July 2012, ("Seveso-III Directive"), successor of Directive 96/82/EC, with effect from 1 June 2015, lays down rules for the prevention of major accidents which involve dangerous substances, and the limitation of their consequences for human health and the environment, with a view to ensuring a high level of protection. We do not operate plants that handle dangerous substances listed in the Seveso-III Directive.

According to the Seveso-III Directive, the operator is obliged to take all necessary measures to prevent major accidents and to limit their consequences for human health and the environment. The operator must notify the competent authority, with information such as the immediate environment of the establishment and factors likely to cause a major accident or to aggravate the consequences thereof including, where available, details of neighbouring establishments, sites that fall outside the scope of this directive, areas and developments that could be the source of or increase the risk or consequences of a major accident and of domino effects.

The operator is required to draw up a document in writing setting out the major accident prevention policy ("MAPP") and to ensure that it is properly implemented. The operator shall periodically review and where necessary update the MAPP, at least every five years. The operator of an upper-tier establishment is obligated to produce a safety report for the purpose of demonstrating that a MAPP and a safety management system for implementing it has been put into effect. The operator must also draw up an internal emergency plan for the measures to be taken inside the establishment and to supply the necessary information to the competent authority in order to enable the latter to draw up external emergency plans.

Upper-tier establishments must ensure that all persons likely to be affected by a major accident receive regular, clear and intelligible information on safety measures and requisite behaviour in the event of a major accident without having to request it, and in the most appropriate form,.

The EU member states must ensure that appropriate safety distances between establishments covered by the Seveso-III Directive and residential areas, buildings and areas of public use, recreational areas and, as far as possible, major transport routes are maintained. We may be subject to restrictions, for instance, in respect of site locations of new plants and expansions to our existing plants.

The provisions of the Directive 96/82/EC were mainly implemented into German law through the Federal Hazardous Incident Regulation (*Störfall-Verordnung*). The Seveso-III Directive was to be transposed into German law by 31 May 2015, however, the government has only recently, in April 2016, approved a first legislative proposal. Transposition is still pending.

Directive 2004/35/EC of the European Parliament and of the Council of 21 April 2004 on environmental liability with regard to the prevention and remedying of environmental damage ("ELD"), as last amended by Directive 2013/30/EU of the European Parliament and of the Council of 12 June 2013, establishes a framework of environmental liability based on the "polluter-pays" principle. The ELD provides, in particular, that operators carrying out dangerous activities or specific activities listed in the annexes to the ELD are liable for fault-based damage to protected species and natural habitats, to water and to soil.

Italy transposed the Seveso-III Directive on the control of major accident hazards involving dangerous substances with the enactment of Legislative Decree n. 105 on 26 June 2015. The decree updates the previous law (Legislative Decree n° 334/99, which was modified by Legislative Decree n. 238/2005). The law provides that the Ministry of Interior is the competent authority to exercise the control activity on major industrial facilities while the Regions are the authorities to exercise control on the minor industrial facilities.

The dangerous substances list has been updated as well as the thresholds to be subject to the Legislative Decree 105/2015 updates and completes all technical provisions for its application. The completeness of such decree enables industrial facilities managers to which the Seveso-III Directive is applicable to have a unified code of law concerning the control of major accident hazards.

Chemicals and Hazardous Substances

REACH

"**REACH"** is the Regulation for Registration, Evaluation, Authorization and Restriction of Chemicals (Regulation (EC) No 1907/2006 of the European Parliament and of the Council of 18 December 2006, as last amended by Commission Regulation (EU) No 2016/1017 of June 23, 2016). As we use several chemical substances and mixtures in the course of our production processes, we are subject to REACH as importer or downstream user. REACH entered into force in stages, firstly on 1 June 2007, to streamline and improve the former legislative framework on chemicals of the EU. Its main objectives include improving the protection of human health and the environment from the risks that can be posed by chemicals and ensuring the free circulation of substances on the internal market of the EU.

REACH places greater responsibility on the industry to manage the risks that chemicals may pose to the health and the environment. Other legislation regulating chemicals (for example, on cosmetics, detergents) or related legislation not replaced by REACH (*e.g.,* on health and safety of workers handling chemicals, product safety, construction products) continue to apply.

REACH applies to all chemical substances. Under certain conditions, substances are exempted from all or a part of the obligations under REACH. In principle, all manufacturers and importers of chemicals must identify and manage risks linked to the substances they manufacture and market. For substances produced or imported in quantities of one ton or more per year per company, manufacturers and importers need to demonstrate that they have appropriately identified and managed the risks by means of a registration dossier, which shall be submitted to the European Chemicals Agency (the "ECHA**"**). The ECHA may then check that the dossier is compliant with REACH and will evaluate testing proposals to ensure that the assessment of the chemical substances will not result in unnecessary testing, especially on animals. Where appropriate, authorities may also select substances for a broader substance evaluation to further investigate substances of concern.

REACH also provides for an authorization system aiming to ensure that substances of very high concern are adequately controlled and progressively substituted by safer substances or technologies or only used where society benefits overall from using the substance. These substances are prioritized and gradually included in Annex XIV to REACH. Once they are included, the industry has to submit applications to ECHA on authorization for continued use of these substances which are otherwise prohibited. In addition, EU authorities can impose restrictions on the manufacture, use or placing on the market of substances causing an unacceptable risk to human health or the environment.

Manufacturers and importers must provide their downstream users with the risk information they need to be able to use the substance safely. This is done via the classification and labeling system and Safety Data Sheets (SDS), where needed. The requirements of REACH could result in restrictions for chemicals that are used in our products or processes, which could in turn affect our ability to deliver the respective products.

The competent administrative authorities for the implementation of REACH in Italy are the Labour, Health and Social Policy Ministry, the Ministry of the Environment and Protection of Land and Sea of Italy and the Economic Development Ministry. The Institute for Environmental Protection and Research provides technical support to these administrative authorities. In Italy, Decree n.10 of February 15, 2007, which was modified into

Law no. 46 / 2007, provides for the assignment of financial resources to the aforementioned authorities in order to support inspection activities in relation to the implementation of REACH.

Employee Health and Safety

According to national and international provisions we are in most jurisdictions obliged to take measures related to health and safety at work. In general, compliance with employment safety regulations is subject to regulatory supervision.

In Italy, on 10 April 2008, Legislative Decree dated 9 April 2008 n. 81, known as the consolidated law on health and safety protection of employees in the workplace (the "Testo Unico" or "TU"), was issued in the Official Gazette. The TU implements section 1 of law dated 3 August 2007, no. 123 and is composed of 306 sections divided into 13 chapters, as well as of many exhibits having technical content. The TU applies – save for few exceptions – to any public and private sector, and to any kind of risks. Section 15 identifies the general measures to be adopted to protect health and safety of the employees whose implementation is, in general terms, employers' responsibilities (such as, for example, the identification of risks in the workplace, the reductions of such risks, the adoption of measures to check the employees' health, etc.).

Any and all risks regarding health and safety of employees in the workplace must be properly assessed by the Employer. The TU provides that a Risk Assessment Document ("DVR") must have a set and clear date and a minimum content identified by the law.

Pursuant to section 306, paragraph 2, all the provisions of the TU regarding assessment of risks (including the relevant sanctions in case of breach of such provisions) shall be effective after 90 days from the issuance of the TU in the Official Gazette (April 30, 2008). This means that by July 28, 2008, employers shall be required to assess any and all risks for their personnel and adopt/amend the DVR. However, pursuant to sections 16 and 17, the employer can delegate certain tasks to other individuals, provided that: (i) delegation is formalized in writing and by virtue of a document having a set and clear date; (ii) the delegated person must have technical and professional skills suitable to carry out the delegated activities properly; (iii) the delegated person must be provided with any necessary organizational and financial powers to perform the delegated activities properly; and (iv) the delegated person must give his consent in writing. With respect to the delegation of tasks, the employer is not exempted from the obligation to supervise the proper performance of the delegated activities by the delegated person.

According to the definition set forth by section 2, the Servizio di Prevenzione e Protezione (the "Protective and Preventive Unit" or "PPU") is comprised of a group of people, means and equipment, either established within the company internally or independent from the company, in charge of carrying out activities related to the protection and prevention of risks in the workplace. The person responsible for the PPU is designated by the employer and reports to the employer and is in charge of coordinating the PPU's activities.

Section 50 identifies rights, duties and responsibilities of the Representative of the Employees for safety in the workplace, who is elected or appointed pursuant to the procedures set forth by the TU. For example, he must have access to the workplace and he must be involved by the employer in the process of assessing risks. The Representative of the Employees for safety in the workplace must have appropriate time and means to carry out his duties, and he benefits from those protections and rights as set forth by Italian law for Unions' representatives.

Road Safety and Technical Standards

Our products for the automotive sector are required to comply with road safety requirements and technical standards requirements.

For the purpose of (passenger) safety and to ensure the proper functioning of the internal market of the EU, vehicle components and technical units are required to comply with various requirements stipulated in a large number of European legal acts. For instance, Directive 2007/46/EC of the European Parliament and of the Council of 5 September 2007 (last amended by Commission Regulation (EU) No 2015/758 of 29 April 2015) established a framework for the approval of motor vehicles and their trailers, and of systems, components and separate technical units intended for such vehicles which EU member states were required to transpose into national law (in Germany the Directive is implemented through an Ordinance on vehicle approval (*EG-Fahrzeuggenehmigungsverordnung or "EG-FGV")*. In Italy, the Directive is transposed into the Official

Gazette and is yet to be converted into national law. In its Annex IV, the Directive refers to the United Nations Economic Commission for Europe ("UNECE") Regulations, which apply on a compulsory basis for the purpose of EC type-approval of various models of vehicles. The UNECE regulations listed in Annex IV are based on the obligations of the "Agreement concerning the adoption of uniform technical prescriptions for wheeled vehicles, equipment and parts which can be fitted and/or be used on wheeled vehicles and the conditions for reciprocal recognition of approvals granted on the bases of these prescriptions" of 20 March 1958 ("1958 Agreement"). The EU became party to the 1958 Agreement on 24 March 1998. The 1958 Agreement allows the contracting parties to adopt uniform technical prescriptions for the approvals of vehicles, parts and equipment that can be fitted and/or used on vehicles and to reciprocally recognize approvals granted on the basis of these prescriptions. The 1958 Agreement currently has 49 parties and 135 UN regulations annexed to it until today. Most UN regulations annexed to the 1958 Agreement cover parts and items of equipment of motor vehicles that are relevant for granting of type approval for a type of vehicle in each of the contracting parties (*e.g.*, lamps, advanced emergency braking system, CO_2 emission and fuel consumption). Most of these UNECE regulations were adopted by a large majority of the contracting parties and integrated into their national legislation.

In order to achieve a wider acceptance and application of these international vehicles regulations, the 1958 Agreement must be modernized to accommodate the needs of countries with emerging automotive industries and markets. The overall objective of this reform is to promote the principle of mutual recognition of certificates ("tested once, accepted everywhere"), while ensuring and maintaining the highest levels of safety and environmental performance.

Commission Regulations (EU) No 143/2013 of 19 February 2013 and (EU) No 195/2013 of 7 March 2013 have included additional requirements for the EC type approval procedure in Directive 2007/46/EC, aiming at an efficient monitoring of carbon dioxide emissions of vehicles.

Regulation (EC) No 661/2009 of the European Parliament and of the Council of 13 July 2009 (last amended by Commission Regulation (EU) No 2015/166 of 3 February 2015) establishes requirements for the type-approval of motor vehicles and their trailers including systems, components and separate technical units intended therefor with regard to their safety. It includes, *inter alia,* requirements related to steering, braking and electronic stability and, with respect to fuel efficiency and CO_2 emissions, for gear shift indicators. As a general rule, this Regulation has come into effect on 1 November 2011.

As part of "CARS 2020", an action plan of the European Commission for a competitive and sustainable automotive industry in Europe of 8 November 2012 (COM (2012) 636 final), the CARS 2020 High Level Group was launched in early 2013 as a stakeholder forum for discussion and strategic advice and to ensure that the measures set out in the "CARS 2020" action plan are implemented. In the area of trade policy, the CARS 2020 Action Plan has identified the acceptance of international vehicle regulations established under the UNECE 1958 Agreement as the best way to remove non-tariff barriers to trade.

The "Agreement concerning the establishing of global technical regulations for wheeled vehicles, equipment and parts which can be fitted and/or be used on wheeled vehicles of 25 June 1998" ("1998 Agreement") applies in parallel to the 1958 Agreement. The purpose of the 1998 Agreement is to further improve the process of international harmonization through the development of UN global technical regulations ("GTRs"). The 1998 Agreement stipulates that contracting parties will establish, by consensus vote, UN GTRs in a UN Global Register. The UN GTR contains globally harmonized performance requirements and test procedures. The 1998 Agreement currently has 35 parties and 16 UN GTRs that have been entered into the Global UN Registry. For instance, current GTRs include UN GTR No. 2 "Measurement procedure for two-wheeled motorcycles equipped with a positive or compression ignition engine with regard to the emission of gaseous pollutants, CO_2, emissions and fuel consumption" and UN GTR No. 8 "Electronic stability control systems".

Furthermore, there is a list of candidates for harmonization or adoption as GTRs, *inter alia*, heavy-duty engine and vehicle standards and highway diesel fuel sulfur control requirements. Moreover, the World Forum for Harmonization of Vehicle Regulations may submit proposals to develop and harmonize the vehicle regulations, for example, the "Proposal for an Electric Vehicle Regulatory Reference Guide" submitted by the working party on pollution and energy.

Emissions from Vehicles

Regulatory requirements related to emissions from vehicles as set out below generally do not apply to us or our products directly but to our customers in the automotive industry. We assist these customers to fulfil the regulatory requirements relating to both noise and pollutants emissions by continuously developing our products according to the needs of our customers.

Noise Emissions

Noise emissions are regulated by the Council Directive 70/157/EEC of 6 February 1970 as last amended by Council Directive 2013/15/EU of 13 May 2013, transposed in Italy by Ministerial Decree on December 7, 2007. This directive lays down limits for the noise level of the mechanical parts and exhaust systems of the vehicles concerned. The limits range from 74 dB(A) for motor cars to 82 dB(A) for high-powered goods vehicles. This Directive will be repealed with effect from 1 July 2016 by the Regulation (EU) No 540/2014 of the European Parliament and the Council of 16 April 2014 which also amends Directive 2007/46/EC. The Regulation (EU) No 540/2014 establishes the administrative and technical requirements for the EU type-approval of new vehicles of specific categories with regard to their sound level and of replacement silencing systems and components. According to Annex III of the Regulation (EU) No 540/2014 the limit values will be lowered in three steps of each 2 db(A) for vehicles used for the carriage of passengers and for vehicles used for the carriage of goods the reduction at each step will be 1 db(A) or 2 db(A) depending on the technically permissible maximum laden mass.

Furthermore, the test method for vehicle noise emissions established under Directive 70/ 157/EEC will be replaced by a new test method recognized internationally and better reflecting present driving behaviour. It was developed under the auspice of the UNECE. The Commission shall carry out and publish a detailed study on sound level limits by 1 July 2021. In addition, manufacturers shall install acoustic vehicle alerting systems in new hybrid electric and pure electric vehicles by 1 July 2021.

Pollutant Emissions

With regard to carbon dioxide emissions of new passenger cars, Regulation (EC) No 443/2009 of the European Parliament and of the Council of 23 April 2009 (last amended by Commission Delegated Regulation (EU) No 2015/6 of 31 October 2014) ("Regulation 443/2009") limits the average carbon dioxide emissions of the new car fleet in the EU from 2012 at 130g of carbon dioxide per km by means of improvement in vehicle engine technology. From 2020 onwards, Regulation 443/2009 sets a target of 95g of carbon dioxide per km for the new car fleet in the EU. The emissions limit set by Regulation 443/2009 applies to new passenger cars registered in the EU (produced by manufacturers inside or outside the EU) and is calculated as a function of their mass. Manufacturers may form a pool in order to meet their targets. Where two or more manufacturers form a pool, the pool will be treated as if it were one manufacturer for the purposes of determining its compliance with the targets. In respect of each calendar year from 2012 onwards, manufacturers who do not meet their targets must pay an excess emissions premium.

With regard to carbon dioxide emissions of light commercial vehicles (class NI), Regulation (EU) No 510/2011 of the European Parliament and of the Council of 11 May 2011, as last amended by Regulation (EU) No 404/2014 of 17 February 2014 ("Regulation 510/2011") limits the average emissions of the fleet of new vehicles in the EU at 175g of carbon dioxide per km. From 2020 onwards, a target of 147g of carbon dioxide per km for new light commercial vehicles applies. Corresponding to Regulation 443/2009, each manufacturer (inside or outside the EU) has to fulfil an individual emissions target calculated on the basis of the individual manufacturer's fleet. Manufacturers may form a pool in order to meet their targets. Furthermore, in respect of each calendar year from 2014 onwards, manufacturers exceeding their individual target have to pay an excess emissions premium.

Regulation 443/2009 and Regulation 510/2011 both provide for a review of the emission targets set out in those regulations by the end of 2015 in order to establish carbon dioxide emission targets for new vehicles for the period beyond 2020.

Other pollutant emissions (in particular nitrogen oxides and particulate matter) are regulated separately for (i) cars and light vans (Regulation (EC) No 715/2007 of the European Parliament and of the Council of 20 June 2007, as last amended by Commission Regulation (EU) No 459/2012 of 29 May 2012) ("Regulation 715/2007") and (ii) trucks and buses (Regulation (EC) No 595/2009 of the European Parliament and of the Council of 18 June 2009 (last amended by Commission Regulation (EU) No 133/2014 of 31 January 2014)). Under these regulations, both categories of vehicles must comply with specific emissions thresholds. Furthermore, Regulation (EU) No 168/2013 of the European Parliament and of the Council of 15 January 2013 includes specific emission thresholds for two- and three-wheelers and quadricycles. In case of powered cycles, mopeds and light quadricycles, these thresholds apply as of 1 January 2017, for new vehicles and as of 1 January 2018, for existing vehicles. In case of motorcycles, tricycles and heavy quadri-mobiles, these thresholds apply as of 1 January 2016, for new vehicles and as of 1 January 2017, for existing vehicles. A proposal for the amendment of Directives 715/2007 and 595/2009 has been introduced by the Commission on 31 January 2014 (Proposal of the European Commission COM/2014/028 final – 2014/0012 (COD)). With regard to heavy-duty vehicles ("HDVs**"**) the Commission issued a "strategy to curb CO_2 emissions from trucks, buses and coaches" on 21 May 2014, which is focused on short-term action to certify, report and monitor HOV emissions. The strategy is addressed to the European Parliament and the Council, which are invited to endorse it and help deliver the actions outlined.

Moreover, the EU aims to promote the use of biofuels as a replacement for diesel or gas in order to reduce greenhouse gas emissions. Directive 2009/28/EC of the European Parliament and of the Council of 23 April 2009 on the promotion of the use of energy from renewable sources, as last amended by Council Directive 2013/18/EU of 13 May 2013, requires the member states to ensure that, as from 2020, the share of energy from renewable sources (*e.g.*, biofuels which include liquid or gaseous fuels used for transport and produced from biomass, *i.e.*, biodegradable waste and residue from, for example, agriculture and forestry) in all forms of transport is at least 10% of the final consumption of energy in transport in that member state. These legal requirements necessitate the use of modem components. Currently, amendments to Directive 2009/28/EC are subject to the legislative process (see proposal of the European Commission COM (2012) 595 final of 17 October 2012), *inter alia* limiting the contribution of biofuels and bioliquids produced from food crops and increasing the minimum greenhouse gas saving threshold for biofuels and bioliquids produced in new installations. The amendments have not yet been adopted.

As part of "CARS 2020", the European Commission intends to include new driving cycle and test procedures into the regulatory framework, allowing to measure fuel consumption and emissions based on real-world driving behaviour (see CARS 2020 Report on the state of play of outcome of the work of the High Level Group of October 2014). However, a binding obligation has not yet been adopted.

Disposal, Reuse, Recycling and Recovery of Motor Vehicles

Regulatory requirements related to disposal, reuse, recycling and recovery of motor vehicles as set out below apply to our customers in the automotive industry. Furthermore, we are legally obliged to support our customers in fulfilling such requirements. We therefore assist our customers by continuously developing our products according to the needs of our customers.

Directive 2000/53/EC of the European Parliament and of the Council of 18 September 2000, as last amended by Commission Directive 2013/28/EU of 17 May 2013 ("**Directive 2000/53/EC**"), stipulates measures to prevent waste arising from end-of-life vehicles and to promote the collection, re-use and recycling of vehicle components. Waste prevention is the priority objective of Directive 2000/53/EC. To this end, it stipulates that vehicle manufacturers supported by material and equipment manufacturers like us must (i) endeavour to reduce the use of hazardous substances when designing vehicles; (ii) design and produce vehicles which facilitate the dismantling, re-use, recovery and recycling of end-of-life vehicles; (iii) increase the use of recycled materials in vehicle manufacture; and (iv) ensure that components of vehicles placed on the market after 1 July 2003, do not contain mercury, hexavalent chromium, cadmium or lead, except in a limited number of applications. The German legislation implemented this Directive through an Ordinance for End-of-Life Vehicles (*Altfahrzeug-Verordnung*).

On 2 July 2014, the European Commission adopted a legislative proposal concerning, *inter alia*, the amendment of Directive 2000/53/EC (European Commission Proposal COM (2014) 397 final), and including elements of simplification of reporting requirements. However, the proposal was withdrawn in February 2015 and the European Commission has presented a new proposal on 2 December 2015 (Proposal for a Directive of the European Parliament and of the Council (COM (2015) 593 final) amending Directives 2000/53/EC on end-of-life vehicles, 2006/66/EC on batteries and accumulators and waste batteries and accumulators, and 2012/19/EU on waste electrical and electronic equipment, 2015/0272 (COD)).

Product Safety and Liability

Product Safety

We are required to comply with product safety requirements unless specific provisions apply (*e.g.*, as regards automotive products).

Directive 2001/95/EC of the European Parliament and the Council of 3 December 2001, as last amended by Regulation (EC) No 596/2009 of the European Parliament and of the Council of 18 June 2009, on general product safety applies in the absence of specific provisions among the EU regulations governing the safety of products concerned, or if sectorial legislation is insufficient. Under this Directive, manufacturers can only put in the market products which comply with the general safety requirement. The Directive was implemented in German law through the German Product Safety Act (*Produktsicherheitsgesetz or "ProdSG").*

A safe product is one which poses no threat or only a reduced threat in accordance with the nature of its use and which is acceptable in view of maintaining a high level of protection for the health and safety of persons. In addition to compliance with the safety requirement, manufacturers must provide consumers with the necessary information in order to assess a product's inherent threat, particularly when this is not directly obvious, and take the necessary measures to avoid such threats (for example, this may include withdrawing products from the market, informing consumers regarding the product and recalling products which have already been supplied to consumers). Distributors are also obliged to supply products that comply with the general safety requirement, to monitor the safety of products on the market and to provide the necessary documents ensuring that the products can be traced. If the manufacturers or the distributors discover that a product is dangerous, they must notify the competent authorities and, if necessary, cooperate with them. Unsafe products may be listed in an EU wide publicly accessible database.

A draft regulation intended to replace Directive 2001/95/EC and imposing more obligations on manufacturers (*e.g.,* as regards documentation) is currently in the legislative process (see proposal of the European Commission COM (2013) 78 final of 13 February 2013). Furthermore, a regulation on market surveillance of products amending Directive 2001/95/EC and closing gaps in market surveillance (Product Safety and Market Surveillance Package) is in the process of being adopted (see proposal of the European Commission COM (2013) 75 final of 13 February 2013). The European Parliament approved the two proposals with amendments on first reading on 15 April 2014. The commission partially agreed to the amendments on first reading in the European parliament on 9 July 2014.

This Product Safety and Market Surveillance Package was initially expected to be adopted in 2014 and to enter into force in 2015. However, the legislative process was stalled due to a disagreement between member states over mandatory indication of the product's origin. Article 7 of the CPSR Proposal imposes on manufacturers and importers the obligation to indicate on a product the country of origin (*i.e.*, the "made in…" element). Where the size or nature of the product does not allow it, the indication is to be provided on the packaging or in a document accompanying the product. In case the country of origin is a member state of the EU, manufacturers and importers may refer to the EU or to a particular member state.

Product liability

We are subject to provisions on product liability and may therefore be held liable in cases of damage caused by a defective product manufactured by us.

Council Directive 85/374/EEC of 25 July 1985, as amended by Directive 1999/34/EC of the European Parliament and of the Council of 10 May 1999 (the "Product Liability Directive**"**) and implemented in German law through the German Product Liability Act (*Produkthaftungsgesetz or "ProdHaftG"*), and transposed in Italy by Decree n. 224 of 24/05/1988 and transferred into the "Codice del Consumo" as Decree n. 206/2005, applies to movables which have been industrially produced, whether or not incorporated into another movable or into an immovable. It establishes the principle of objective liability, *i.e.*, liability without fault of the producer, in cases of damage caused by a defective product. "Producer" means the manufacturer of a finished product, the producer of any raw material or the manufacturer of a component part and any person who, by putting his name, trade mark or other distinguishing feature on the product presents himself as its producer. Any person who imports into the EU a product for sale, hire, leasing or any form of distribution in the course of his business shall be deemed to be a producer. Where the producer of the product cannot be identified, each supplier of the product is treated as its producer unless he informs the injured person of the identity of the producer or of the person who supplied him with the product. The same applies in the case of an imported product, if this product does not indicate the identity of the importer. "Defectiveness" means lack of the safety which the general public is entitled to expect given, *inter alia,* the presentation of the product and the use to which it could reasonably be put. The Product Liability Directive applies to damage caused by death or by personal injuries and damage to an item of property intended for private use or consumption other than the defective product, with a lower threshold of a €500 damage caused by defective products. The Product Liability Directive does not restrict compensation for non-material damage under national legislation.

In addition, tort law pursuant to Sec. 823 (1) German Civil Code constitutes additional manufacturers' duties to monitor the products brought onto the market and, in case of safety issues observed, to warn and possibly to recall defective products.

Energy Efficiency

Directive 2012/27/EU of the European Parliament and the Council of 25 October 2012, as last amended by Council Directive 2013/12/EU of 13 May 2013, requires all enterprises except for small or medium-sized enterprises to carry out energy audits. The German legislation implemented this Directive through a federal law on energy services (*Gesetz über Energiedienstleistungen*). The Italian legislation implemented the Directive through Legislative Decree n. 102/2014. Accordingly, energy audits are, as a rule, mandatory on a four-year basis.

HISTORY AND CERTAIN CORPORATE MATTERS

History of our Company

Changes to the name of our Company:

Name	Reason for change	Date of certificate of incorporation/ fresh certificate of incorporation/ effective date of change of name
Endurance Suspension Systems (India) Private Limited	Original incorporation	December 27, 1999
Endurance Suspension Systems (India) Limited	**Conversion to a public limited company pursuant to Section 43A of the Companies Act, 1956.** As per Section 43A(1A) of the Companies Act, 1956, in the event that the average annual turnover of a private limited company aggregated to at least Rs. 25 crore, such private limited company, irrespective of its paid-up share capital, was deemed to be a public limited company. Furthermore, pursuant to Section 43A(1)(a) of the Companies Act, 1956, in the event that at least 25% of the share capital of a company was held by one or more bodies corporate (which term was defined to include private companies which had become public companies by virtue of this section), a private limited company became a public limited company with effect from the date of such holding. The average annual turnover of Endurance Systems (India) Private Limited ("**ESIPL**"), which was at the relevant time the parent of our Company exceeded the limits prescribed under Section 43A of the Companies Act, 1956, and, as a result, ESIPL was deemed to be a public limited company pursuant to Section 43A(1A) of the Companies Act, 1956. Consequently, pursuant to Section 43A(1)(a) of the Companies Act, 1956, our Company, being a subsidiary of ESIPL, became a public limited company.	July 1, 2000
Endurance Transmission Systems (India) Limited	To reflect the new line of business commenced by our Company	December 6, 2000
Endurance Transmission Systems (India) Private Limited	**Reconversion to a private limited company** Upon notification of the Companies (Amendment) Act, 2000, the concept of deemed public companies, as set out in Section 43A of the Companies Act, 1956, was abolished. Consequently, pursuant to Section 43A(2A) read with 43A(11) of the Companies Act, 1956, our Company became a private limited company.	January 27, 2001
Endurance Technologies Private Limited	Pursuant to AECPL Scheme of Amalgamation	August 11, 2006
Endurance Technologies Limited	**Conversion to a public limited company** Our Company converted into a public limited company in order to initiate the process of an initial public offering for which it had filed the Erstwhile DRHP. The Erstwhile DRHP was however withdrawn on November 21, 2011.	July 9, 2010

Endurance Technologies Private Limited	**Reconversion to a private limited company** Our Company had entered into a shareholders' agreement with, amongst others, Actis Investment Holdings No. 122 Limited (now known as Actis Components and System Investments Limited) on December 19, 2011. Pursuant to this agreement, certain restrictions were imposed on the transferability of the equity shares of our Company. Accordingly, our Company decided to convert into a private limited company.	January 18, 2012
Endurance Technologies Limited	**Conversion to a public limited company** Our Company converted into a public limited company in order to initiate the process of an initial public offering for which our Company has again filed a draft red herring prospectus dated July 5, 2016 with the SEBI on July 7, 2016.	May 31, 2016

Changes to the address of the Registered Office of our Company

Change in Address		Date of change	Reason
At incorporation Bhagwati Bhawan, 31-B, M. L. Dahanukar Marg, Mumbai 400 026	To: E-92, MIDC Industrial Area, Waluj, Aurangabad 431 136	February 14, 2000	To ensure convenience and better working.
From: E-92, MIDC Industrial Area, Waluj, Aurangabad 431 136	To: K-228, MIDC Industrial Area, Waluj, Aurangabad 431 136	January 1, 2002	To shift to own office premises.

Major events and milestones

The table sets forth some of the major events in the history of our Company:

Fiscal	Particulars
2000	Incorporated as Endurance Suspension Systems (India) Private Limited
2004	Production of disc brake assemblies started at Aurangabad
2007	Scheme of amalgamation between AECPL and our Company effective from August 11, 2006
2007	Acquisition of Endurance Amann by our Company through Endurance Holding GmbH in Germany
2007	Share subscription and shareholders' agreement between SCPEML, our Company, our Promoter, Mr. Naresh Chandra, Mrs. Suman Jain, Mrs. Varsha Jain, Naresh Chandra HUF and Anurang Jain HUF
2008	Incorporated Endurance Overseas, a special purpose vehicle in Italy for the purpose of making strategic overseas investments
2008	Acquired 51% shareholding of Endurance Fondalmec through Endurance Overseas
2009	Executed a joint venture agreement with Magneti Marelli SpA, Italy
2010	Scheme of arrangement between ESIPL and our Company effective from December 1, 2009
2010	Supplemental share subscription and shareholders' agreement between SCPEML, our Company, our Promoter, Mr. Naresh Chandra, Mrs. Suman Jain, Mrs. Varsha Jain, Naresh Chandra HUF and Anurang Jain HUF
2010	Acquired the remaining 49% shareholding of Endurance Fondalmec through Endurance Overseas
2011	Shareholders' agreement between SCPEML, our Company, our Promoter, Mr. Naresh Chandra, Mrs. Suman Jain, Mrs. Varsha Jain, Naresh Chandra HUF and Anurang Jain HUF
2012	Shareholders' Agreement between our Company, our Promoter, Mr. Naresh Chandra, Mrs. Suman Jain, Naresh Chandra HUF, Anurang Jain HUF and Mrs. Varsha Jain and Actis
2012	Termination agreement between our Company, our Promoter, Mr. Naresh Chandra, Mrs. Suman Jain, Naresh Chandra HUF, Anurang Jain HUF and Mrs. Varsha Jain, SCPEML and Actis
2013	Acquisition of 15% stake in Endurance FOA in Italy through Endurance Overseas
2013	Dissolution of joint venture agreement with Magneti Marelli SpA, Italy
2013	Our Company entered into a license and technical assistance agreement with a leading global brake and suspension company for use of technical information for production of four wheel brake systems and parts
2014	Incorporation of Endurance Engineering by Endurance Overseas to foray into engineering plastic components
2014	Scheme of amalgamation between HTTSPL and our Company effective from February 10, 2014
2014	Our Company entered into a technical assistance and services agreement with Adler SpA, Italy for development and manufacture of transmission products

Fiscal	Particulars
2014	Our Company entered into a license and technical assistance agreement with Magnetti Marelli COFAP Companhia Fabricadora de Pecas for use of shock absorbers and struts for manufacture of four wheelers to be sold solely to Bajaj Auto Limited and its affiliates
2015	Acquisition of assets and liabilities of Grana Srl, Italy by Endurance Engineering
2015	Endurance Overseas increased its stake from 15% to 100% by acquiring an additional 85% of shares in Endurance FOA
2015	Our Company entered into a technical know-how agreement with WP Performance Systems GmbH, Austria for manufacture of suspension components
2016	Our Company entered into a technical collaboration agreement with a European brakes technology provider for manufacture of combined break system for motorcycles

Certifications, Awards and Accreditations

Fiscal	Accreditation
2007	Bajaj TPM Award to the shock absorber division of our Company
2007	Award For New Model Development 2006-07 by Honda Motorcycle & Scooter India (Pvt.) Ltd. to our Company
2008	Award for QCDDM (Casting and Forging) 2007-08 by Honda Motorcycle & Scooter India (Pvt.) Ltd. to our Company
2008	NDTV Profit Car and Bike Award for Component Manufacturer of the Year to our Company
2008	Auto Component Manufacturer of the Year to our Company at the Auto Monitor Awards 2008
2009	Award for Casting and Forging 2008-09 to our Company by Honda Motorcycle & Scooter India (Pvt.) Ltd.
2009	Best HR Practices Award 2009 by the National Institute of Personnel Management (Raigad chapter) to our Company
2010	Green Tech HR Excellence Award 2010 to our Company for Innovation in Employees Retention Strategies - Silver Award
2012	Award titled "Dream" presented to our Company by Honda Motorcycle & Scooter India (Pvt.) Ltd. in recognition of Valuable Support & Contribution
2013	Award titled "Dream" presented to our Company by Honda Motorcycle & Scooter India (Pvt.) Ltd. in recognition of Valuable Support & Contribution
2013	Yamaha Certificate of Recognition to our Company for winning the gold award for Excellence in "Cost Innovation" for the year 2013
2015	Award for Cost Competitiveness 2013-14 by Honda Motorcycle & Scooter India (Pvt.) Ltd. to our Company
2015	Certificate of Appreciation by Honda Motorcycle & Scooter India (Pvt.) Ltd. to our Company for achieving the Quality & Delivery Targets for the year 2013-14
2016	ACMA Award for Excellence in Export - Large Category 2014-2015 to our plant situated at K-120, Aurangabad
2016	ACMA Seal of Recognition Manufacturing Excellence award to the braking division of our Company
2016	ACMA Seal of Recognition Manufacturing Excellence award to the transmission division of our Company
2016	ACMA Seal of Recognition Manufacturing Excellence award to the suspension division of our Company
2016	Award for New Part Development 2015-16 by Honda Motorcycle & Scooter India (Pvt.) Ltd. to our Company
2017	Felicitation and citation by the Indian Merchants' Chambers to our Managing Director on behalf of our Company as an Emerging Manufacturing Giant from Maharashtra
2017	ACMA Award for Excellence in Export - Large Category 2015-2016 to the disc brake division of our Company
2017	ACMA Award for Excellence in HR – Special Category 2015-2016 to the transmission division of our Company

Main objects

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

1. To carry on the business of manufacture fabricate and assemble and deal in automobile parts and agricultural implements of all kinds and description, automotive and other gear transmission axles, universal joints, springs spring leaves, head lamps, sealed beams, seats, shock absorbers, front forks, struts used in connection with the manufacture thereof, alloy springs, steel billets, flats and bars, pressed and other engineering items and other related items for motor cars, motor trucks, buses, tractors, vans, jeeps, lorries, motor cycles, cycles and vehicles of all kinds.

1. (a) To generate electrical power through/ by any method/ process/ source including coal, gas, lignite, oil, bio-gas, waste, thermal, solar, geo-hydel, wind, tidal waves, etc. within or outside India for own consumption and/or supplying for domestic, industrial or any other purpose whatsoever.

1. (b) To buy, sell, supply, exchange, market, function as a licensee and otherwise deal in power and energy, transmission and distribution systems for distribution, transmission and supply of energy and for that purpose to own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire, lease power generation plants of all kinds including co-generation plants, wind farms, solar farms, hydel projects, thermal power stations.

1. (c) To carry on business of manufacturing, producing, buying, selling, importing, exporting, repairing, servicing and dealing in every way in parts and things required for and capable of being used for or in connection with generation, transformation, transmission, carriage, preparation, radiation, distribution, conduction, conversion, insulation, supply, measurement, accumulation and employment of electricity, heat, light, gas, atomic, solar, wind or any other form of energy whatsoever.

2. To carry on business as electrical engineers, iron founders, mechanical engineers, tool-makers, die casters, brass founders, metal workers, machinists, iron and steel converters and processors gas makers, carriers, smiths, ship repairers, ship engineers, ship painters, metallurgists and water-supply engineer's and manufacturers of electrical instruments, apparatus, equipments, tools motors generators, welders, electroplating apparatus and other machinery.

3. To carry on business of manufactures, importers exporters, buyers, sellers distributors, dealers, sub-contractors, repairers, agents of all kinds of machines, tools, dies, jigs, fixtures, patterns, designs, plants, apparatus, utensils, substances, hardware materials, implements, spare parts, accessories and components of all description whether electrical, mechanical or otherwise.

4. To carry on the business of merchants manufactures, importers, exporters sellers, buyers dealers and agents for sale and purchase in electric motors and generators transformers, switchgear, meters, instruments, wires and cables, lamps, fans, fittings, electro-medical and x-ray apparatus, heaters, radiators, ovens, refrigerator, air-conditioning equipment and appliances, telephonic, telegraphic and wireless and other signalling and communicating apparatus, and various other kind of electrical machinery instruments, apparatus and goods and component parts.

5. To generate electrical power through/by any method/process/ source including coal, gas, lignite, oil, bio-mass, waste, thermal, solar, geo-hydel, wind, tidal waves, etc. within or outside India for own consumption and/or supplying for domestic, industrial or any other purpose whatsoever.

6. To buy, sell, supply, exchange, market, function as a licensee and otherwise deal in power and energy, transmission and distribution systems for distribution, transmission and supply of energy and for that purpose to own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire, lease power generation plants of all kinds including co-generation plants, wind farms, solar farms, hydel projects, thermal power stations.

7. To carry on business of manufacturing, producing, buying, selling, importing, exporting, repairing, servicing and dealing in every way in parts and things required for and capable of being used for or in connection with generation, transformation, transmission, carriage, preparation, radiation, distribution, conduction, conversion, insulation, supply, measurement, accumulation and employment of electricity, heat, light, gas, atomic, solar, wind or any other form of energy whatsoever.

The main objects and objects incidental and ancillary to the attainment of the main objects as contained in the Memorandum of Association enable our Company to carry on our existing business.

Changes to our Memorandum of Association

Our Memorandum of Association was amended from time to time pursuant to the change in, or reclassification of, the authorised share capital of our Company. For details of change in the authorised share capital of our Company since its incorporation, please see "*Capital Structure - Details of changes to our Company's authorised share capital since incorporation*" on page 91 of this Prospectus.

For details of changes to the name of our Company, please see "*Changes to the name of our Company*" above.

In addition to the aforesaid amendments to the Memorandum of Association, the following changes have been made to our Memorandum of Association, since incorporation:

Date of the shareholders' resolution	Nature of amendment
August 22, 2002	Clause 1 of the Memorandum of Association was amended by the insertion of the following clauses: 1(a) To generate electrical power through/ by any method/ process/ source including coal, gas, lignite, oil, bio-gas, waste, thermal, solar, geo-hydel, wind, tidal waves, etc. within or outside India for own consumption and/or supplying for domestic, industrial or any other purpose whatsoever. 1(b) To buy, sell, supply, exchange, market, function as a licensee and otherwise deal in power and energy, transmission and distribution systems for distribution, transmission and supply of energy and for that purpose to own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire, lease power generation plants of all kinds including co-generation plants, wind farms, solar farms, hydel projects, thermal power stations. 1(c) To carry on business of manufacturing, producing, buying, selling, importing, exporting, repairing, servicing and dealing in every way in parts and things required for and capable of being used for or in connection with generation, transformation, transmission, carriage, preparation, radiation, distribution, conduction, conversion, insulation, supply, measurement, accumulation and employment of electricity, heat, light, gas, atomic, solar, wind or any other form of energy whatsoever.
August 14, 2006	The Memorandum of Association was amended by the insertion of the following clauses after Clause 1: 2. To carry on business as electrical engineers, iron founders, mechanical engineers, tool-makers, die casters, brass founders, metal workers, machinists, iron and steel converters, and processors gas makers, carriers, smiths, ship repairers, ship engineers, ship painters, metallurgists and water-supply engineer's and manufacturers of electrical instruments, apparatus, equipments, tools motors generators, welders, electroplating apparatus and other machinery. 3. To carry on business of manufactures, importers exporters, buyers, sellers distributors, dealers, sub-contractors, repairers, agents of all kinds of machines, tools, dies, jigs, fixtures, patterns, designs, plants, apparatus, utensils, substances, hardware materials, implements, spare parts, accessories and components of all description whether electrical mechanical or otherwise. 4. To carry on the business of merchants manufactures, importers, exporters sellers, buyers dealers and agents for sale and purchase in electric motors and generators transformers, switchgear, meters, instruments, wires and cables, lamps, fans, fittings, electro-medical and X-ray apparatus, heaters, radiators, ovens, refrigerator, air-conditioning equipment and appliances, telephonic, telegraphic and wireless and other signalling and communicating apparatus, and various other kind of electrical machinery instruments, apparatus and goods and component parts. 5. To generate electrical power through/by any method/process/ source including coal, gas, lignite, oil, bio-mass, waste, thermal, solar, geo-hydel, wind, tidal waves, etc. within or outside India for own consumption and/or supplying for domestic, industrial or any other purpose whatsoever. 6. To buy, sell, supply, exchange, market, function as a licensee and otherwise deal in power and energy, transmission and distribution systems for distribution, transmission and supply of energy and for that purpose to own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire, lease power generation plants of all kinds including co-generation plants, wind farms, solar farms, hydel projects, thermal power stations. 7. To carry on business of manufacturing, producing, buying, selling, importing, exporting, repairing, servicing and dealing in every way in parts and things required for and capable of being used for or in connection with generation, transformation, transmission, carriage, preparation, radiation, distribution, conduction, conversion, insulation, supply, measurement, accumulation and employment of electricity, heat, light, gas, atomic, solar, wind or any other form of energy whatsoever.

Corporate Profile of our Company

For details of our Company's business, services, products, technology, capacity build-up, marketing, the description of its activities, market of each segment, the growth of our Company, exports and profits due to foreign operations with country-wise analysis, standing of our Company with reference to the prominent competitors with reference to its products, major customers and suppliers, environmental issues and geographical segment, please see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 145 and 460 of this Prospectus.

For details on managerial competence, please see "*Our Management*" on page 201 of this Prospectus.

Our Shareholders

Our Company has eight Shareholders as of the date of this Prospectus. For further details regarding our Shareholders, please see "*Capital Structure*" on page 91 of this Prospectus.

Details regarding acquisition of business/ undertakings, mergers, amalgamation and revaluation of assets

Scheme of amalgamation between AECPL and our Company

Pursuant to a scheme of amalgamation under Sections 391 to 394 and other relevant provisions of the Companies Act, 1956, and approved by the High Court of Bombay by its order dated July 7, 2006, AECPL was amalgamated with and into our Company with effect from August 11, 2006. Pursuant to the AECPL Scheme of Amalgamation, the entire business and functions of AECPL, including all its properties, assets, liabilities and obligations were transferred to and vested in our Company as on the appointed date, i.e. January 1, 2006, and AECPL was dissolved without the process of winding up. The purpose of the AECPL Scheme of Amalgamation was for a better, more efficient and economic control in the joint running of the operations.

In consideration of the transfer and vesting of, among other things, all the undertakings, the entire business, assets, liabilities and duties by AECPL, our Company issued and allotted Equity Shares, credited as fully paid up, to every equity shareholder of AECPL, in the ratio of 9 Equity Shares in our Company for every 10 equity shares of ₹ 10 held by them in AECPL. Upon the AECPL Scheme of Amalgamation coming into effect, the name of our Company was changed from Endurance Transmission Systems (India) Private Limited to Endurance Technologies Private Limited.

Scheme of arrangement between ESIPL and our Company

Pursuant to an order dated October 16, 2009, the High Court of Bombay sanctioned the scheme of arrangement under Sections 391 to 394 and read with Sections 78, 100 to 103 of the Companies Act, 1956 for the amalgamation of ESIPL with and into our Company and reduction and utilisation of securities premium account and reorganisation of reserves of our Company. The ESIPL Scheme of Arrangement was effective from December 1, 2009. The scheme was subsequently amended and approved by the High Court of Bombay by its order dated July 1, 2011 and came into effect from July 29, 2011. Pursuant to the ESIPL Scheme of Arrangement, the entire business and functions of ESIPL, including all its properties, assets, liabilities and obligations were transferred to our Company as on the appointed date, i.e. April 1, 2008, and ESIPL was dissolved without the process of winding up. The purpose of the ESIPL Scheme of Arrangement was reduction and utilisation of the securities premium account and reorganisation of reserves of our Company. The reduction and utilisation of securities premium account of our Company pursuant to the ESIPL Scheme of Arrangement did not affect the interest of the creditors as the same did not involve diminution of liability in respect of unpaid capital nor payment to any shareholder of any unpaid share capital account.

Upon the coming into effect of the ESIPL Scheme of Arrangement, the authorised share capital of our Company stood enhanced by adding the authorised share capital of ₹ 25,000,000 to that of our Company. Since ESIPL was a wholly owned subsidiary of our Company, all of its shares were held by our Company and therefore no new shares were issued in the course of the amalgamation.

Scheme of amalgamation between HTTSPL and our Company

Pursuant to an order dated January 10, 2014, the High Court of Bombay sanctioned the scheme of amalgamation under Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 for the merger of HTTSPL with our Company. The HTTSPL Scheme of Amalgamation was effective from February 10, 2014. Pursuant to the HTTSPL Scheme of Amalgamation, the entire business and functions of HTTSPL, including all its properties, assets, debts, liabilities and obligations were transferred to our Company as on the appointed date, i.e. April 1, 2013, and HTTSPL was dissolved without the process of winding up.

The purpose of the HTTSPL Scheme of Amalgamation was to consolidate the business operation, optimise the utilisation of management and resources and thereby reduce administrative costs and provide impetus to the growth of the business of our Company. Further, the amalgamation sought to expand the pool of financial and other resources, help our Company to broaden its asset base and improve its financial gearing and enhance its capability to face competition in the market place more effectively. Since our Company held 100% of the share capital of HTTSPL, the amalgamation also resulted in simplification of holding and investment structure of our Company.

Upon the coming into effect of the HTTSPL Scheme of Amalgamation the authorised share capital of our Company stood enhanced by adding the authorised share capital of HTTSPL of ₹ 160,000,000 to that of our Company. Since HTTSPL was a wholly owned subsidiary of our Company, all of its shares were held by our Company and therefore no new shares were issued in the course of the amalgamation.

Material agreements

Shareholders' agreement

Our Company, Promoter, Actis and certain other existing and erstwhile Shareholders namely Mr. Naresh Chandra, Mrs. Suman Jain, Naresh Chandra HUF, Anurang Jain HUF and Ms. Varsha Jain (collectively referred to as "Other Shareholders"), entered into a shareholders' agreement dated December 19, 2011, (the "Shareholders' Agreement"). On December 22, 2011, Actis acquired 6,640,594 equity shares of face value ₹ 4 of our Company from SCPEML, our former investor shareholder, in connection with which our Company, Promoter, Other Shareholders and Actis have entered into the Shareholders' Agreement to regulate the rights of the Promoter, Other Shareholders and Actis, in our Company.

Additionally, an inter-se agreement was entered into between our Company, Promoter, SCPEML, Actis, the Other Shareholders and Standard Chartered Private Equity Limited dated December 19, 2011 ("Inter-se Agreement") pursuant to which, on December 22, 2011, our Company issued 833,039 equity shares having a face value of ₹ 4 to SCPEML for a consideration of ₹ 3,332,156. As per the terms of the Inter-se Agreement, our Promoter and Other Shareholders were obligated to purchase the equity shares of our Company having a face value of ₹ 4 from SCPEML, either by themselves or through our Company or through any entity owned 100% by the Promoter or through any nominee designated by our Promoter, on or after April 1, 2012. For the aforementioned purpose, a pledge letter agreement was entered into between our Company, our Promoter, Other Shareholders and Actis dated December 19, 2011 (the "Pledge Letter Agreement") for pledge of up to 4,165,195 equity shares of our Company having a face value of ₹ 4 on a collective basis, solely for the purpose of raising funds for the acquisition of 833,039 equity shares of our Company having a face value of ₹ 4 from SCPEML. On May 29, 2012, our Company, pursuant to a letter of offer dated April 19, 2012, bought back 833,039 equity shares of our Company having a face value of ₹ 4 held by SCPEML thereby terminating the Inter-se Agreement and the Pledge Letter Agreement.

Further, on August 14, 2012, our Company bought back 610,604 equity shares of our Company having a face value of ₹ 4, from Actis pursuant to a letter of offer dated July 19, 2012.

The rights of Actis under the Shareholders' Agreement include but are not limited to, right of first offer, tag along rights, right to appoint a nominee director and observer, information rights, affirmative voting rights, put rights, anti-dilution rights and pre-emptive rights, as per the terms and conditions provided under the Shareholders' Agreement. Such rights of Actis will cease to exist immediately upon the receipt of final listing and trading approvals from the Stock Exchanges pursuant to the Offer. In light of the Offer, the Company, Promoter, Actis, Mr. Naresh Chandra, Mrs. Suman Jain, Anurang Jain HUF, Mrs. Varsha Jain and Mr. Rohan Jain have executed a Waiver Letter dated June 30, 2016, waiving and amending certain provisions of the Shareholders' Agreement. Pursuant to the terms of the Shareholders' Agreement and the transfers of 28,300,000 Equity Shares by Mr. Anurang Jain and Mr. Anurang Jain and Mrs. Varsha Jain jointly to the Anurang Rohan Trust, 16,910,000 Equity Shares by Ms. Suman Jain to the Anurang Rhea Trust, 16,890,000 Equity Shares by Mr. Naresh Chandra and Mr. Naresh Chandra and Mrs. Suman Jain jointly to the NC Trust, deeds of adherence were executed by Mr. Anurang Jain, Mr. Naresh Chandra and Ms. Suman Jain in their respective capacity as the family trustees of the Anurang Rohan Trust, Anurang Rhea Trust and the NC Trust each dated June 30, 2016. Further, pursuant to the terms of the Shareholders' Agreement and transfer of 25 equity shares of our Company having a face value of ₹ 4, by Mr. Anurang Jain to Mr. Rohan Jain, Mr. Rohan Jain executed a deed of adherence dated May 17, 2016.

Other material agreements

Acquisition of business / undertakings

Acquisition of Endurance Amann

In FY 2007, our Company through Endurance Holding GmbH acquired Amann Druckguss GmbH, Germany, which is involved in manufacturing operation of high-pressure die-casting and machined components.

Acquisition of Endurance FOA

In FY 2013, our Company through Endurance Overseas acquired 15% of the shares and in FY 2015 acquired the remaining 85% of the shares of FOA S.p.A., Italy (now Endurance FOA) from Haminoea S.r.l., (a company which merged into Endurance Overseas in FY 2015). Endurance FOA is involved in the business of amongst other things melting of aluminium and its alloys and other metals for the production of special components for the automotive industry.

Acquisition of Endurance Fondalmec

In FY 2008, our Company through Endurance Overseas acquired 51% of the shares and in FY 2010 acquired the remaining 49% of the shares of Fondalmec S.p.A., Italy (now Endurance Fondalmec). Endurance Fondalmec is involved in the business of manufacturing metal parts by the machining and assembling process.

Strikes and lock-outs

Except as disclosed below, we have not experienced any strikes, lock-outs or instances of labour unrest in the past.

Sr. No.	Period of strike	Reason
1.	August 21, 2014 to August 22, 2014	Dispute in relation to amount and revision of wages, among other terms and conditions of the memorandum of settlement executed between the Panther Power Kamgar Sanghatna and the division of our Company situated at Plot No. B 2, MIDC, Waluj, Aurangabad dated September 25, 2010.

Time and Cost Overrun in setting up projects by our Company

Our Company has not implemented any project and has, therefore, not experienced any time or cost overruns in relation thereto.

Changes in the activities of our Company

Except for the dissolution of the joint venture agreement with Magneti Marelli SpA, Italy which resulted in the discontinuance of the business of manufacturing, assembling and marketing of shock absorbers and struts including semi corner modules and gas springs for four wheelers, including but not limited to heavy commercial vehicles, light commercial vehicles, trailers, pick-up trucks, multi utility vehicles and sports utility vehicles, there have been no other changes in the activities of our Company during the last five years preceeding the date of this Prospectus which may have had a material effect on our profit or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

Defaults or rescheduling of borrowings from financial institutions/ banks, conversion of loans into equity by our Company

There have not been any defaults in complying with the terms and conditions of our Company's term loans and other credit facilities, which are currently outstanding. Further, none of our outstanding loans have been converted into Equity Shares or have been rescheduled. However, few of our loans which have been repaid and are not currently outstanding as on date were rescheduled in Fiscal Year 2008-2009. The stated loans were availed from the Indian Overseas Bank, Bank of India, Bank of Maharashtra and Corporation Bank.

Capital raising (Debt / Equity)

For details regarding any capital raising through equity or debt, please see "*Financial Indebtedness*" and "*Capital Structure*" on pages 455 and 91 of this Prospectus, respectively.

Injunctions or restraining orders against our Company

As on the date of this Prospectus, apart from the disclosures in "*Outstanding Litigation and Material Developments*" on page 500 of this Prospectus, there are no injunctions/ restraining orders that have been passed against our Company.

Holding company

Our Company is not a subsidiary of any company.

Subsidiaries

As of the date of this Prospectus, we have five Subsidiaries. For details regarding the Subsidiaries of our Company, please see "*Our Subsidiaries*" on page 195 of this Prospectus.

Strategic and Financial Partners

As of the date of this Prospectus, our Company does not have any strategic or financial partners.

Guarantees provided by our Promoter Selling Shareholder

As of the date of this Prospectus, our Promoter Selling Shareholder has not provided any guarantees to third parties.

Other agreements

For details of the agreements in relation to the business and operations of our Company, please see "*Our Business*" on page 145 of this Prospectus.

Revaluation of assets

Our Company has not revalued its assets since its incorporation, except in FY 2009, when our Company revalued all its tangible fixed assets as of March 31, 2009 including all the tangible fixed assets which were transferred from ESIPL to our Company, pursuant to the ESIPL Scheme of Arrangement as on the appointed date i.e. April 1, 2008. The valuation report dated July 28, 2009 in relation to the revaluation of tangible fixed assets of ESIPL has been made available as a material document for inspection.

OUR SUBSIDIARIES

As of the date of this Prospectus, our Company has five Subsidiaries, the details of which are as follows:

1. **Endurance Overseas SrL ("Endurance Overseas")**

Corporate Information

Endurance Overseas, was incorporated on May 14, 2007, in Italy, under the Italian civil code. The registered office of Endurance Overseas is situated at Lombardore (TO), Via Del Boschetto 2/43 Cap 10040.

Nature of Business

Endurance Overseas was incorporated with the object of the acquisition of participations in other companies and the granting of financial loans in any form, the provision of payment services and brokerage services, engineering activities, the machining of high precision mechanical work in general, also with particular reference to the motorcycle and automotive sector, the provision of commercial coordination activity, technical, administrative and financial services to the other group companies. The company may also carry out services relating to sales procurement, administrative services, including reporting, control and all the other related activities, information technology, security on personnel services to the other group companies or other company linked by commercial or other interests.

Capital Structure

The issued and paid-up stock of Endurance Overseas is Euro 16,105,263 divided into two quotas.

Shareholding

The shareholding pattern of Endurance Overseas as on the date of this Prospectus is as follows:

Sr. No.	Name of quotaholder	Nominal value of the quota (in Euro)	Percentage (%)
1.	Endurance Technologies Limited	15,300,000	95
2.	Endurance Amann GmbH	805,263	5
	Total	**16,105,263**	**100**

Financial Performance

Brief financial details of Endurance Overseas, extracted from its audited accounts for the past three financial years and for the quarter ended June 30, 2016, are as follows:

Particulars (₹ in million, except for the share data)	**Quarter ended June 30, 2016**	**Fiscal 2016**	**Fiscal 2015**	**Fiscal 2014**
Equity Capital	1,208.01	1,209.43	1,087.27	1,329.92
Reserve Surplus (excluding revaluation reserve)	620.19	649.28	413.93	504.42
Sales/ Turnover	-	-	-	-
Profit/(Loss) after tax	(28.52)	181.76	1.78	5.75
Earnings per share (₹) Basic	N.A. *	N.A. *	N.A. *	N.A. *
Earnings per share (Diluted)	N.A. *	N.A. *	N.A. *	N.A. *
Net Asset Value Per Share (₹)	N.A. *	N.A. *	N.A. *	N.A. *

(*) calculation is not applicable, as Endurance Overseas capital is constituted by quotas (no shares)

There exist no significant observations of the auditors in relation to the aforementioned financial statements.

2. **Endurance Amann GmbH** ("**Endurance Amann**")

Corporate Information

Endurance Amann, (formerly known as Amann Druckguss GmbH) was incorporated by notarial deed as of June 25, 2002, in Germany, under applicable German law and was registered with the Commercial Register at the local court of Hamburg on July 16, 2002 under registration number 84247. The company is currently registered as a limited liability company with the Commercial Register at the Local Court of Stuttgart under HRB 108298. The office of Endurance Amann is situated at Jahnstrasse 19 74252 Massenbachhausen Germany.

Nature of Business

Endurance Amann is primarily engaged in manufacturing high pressure die casting and machined components. The statutory object of Endurance Amann is the manufacturing and distribution of die casting parts, moulding and special purpose machines as well as the acquisition of and the participation in companies which directly or indirectly manufacture or distribute die casting parts, moulding and special purpose machines, the administration of such participations as well as all activities relating to the aforementioned objects.

Capital Structure

The registered, authorized and issued share capital of Endurance Amann is Euro 3,250,000 with one vote allocated to each Euro 50 of a share. The share capital is divided into 3 shares, one with a nominal capital of Euro 1,800,000, one with nominal capital of Euro 1,250,000 and with a nominal capital of Euro 200,000.

Shareholding

The shareholding pattern of Endurance Amann as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of shares	Nominal amount (in Euro)
1.	Endurance Technologies Limited	1	1,800,000 (approximately 55.38%)
2.	Endurance Technologies Limited	1	1,250,000 (approximately 38.46%)
3.	Endurance Amann GmbH*	1	200,000 (approximately 6.15%)
	Total	**3**	**3,250,000**

**Held as treasury shares*

Financial Performance

Brief financial details of Endurance Amann, extracted from its audited accounts for the past three financial years and for the quarter ended June 30, 2016, are as follows:

Particulars (₹ in million, except for the share data)	**Quarter ended June 30, 2016**	**Fiscal 2016**	**Fiscal 2015**	**Fiscal 2014**
Equity Capital	228.77	229.04	205.91	251.86
Reserve Surplus (excluding revaluation reserve)	1,692.16	1,579.93	1,082.66	888.11
Sales/ Turnover	941.04	3,470.01	3,681.98	3,210.39
Profit/ Loss after tax	114.8	361.46	409.99	258.53
Earnings per share (₹) Basic	N.A. *	N.A. *	N.A. *	N.A. *
Earnings per share (Diluted)	N.A. *	N.A. *	N.A. *	N.A. *
Net Asset Value Per Share (₹)	N.A. *	N.A. *	N.A. *	N.A. *

(*) calculation is not applicable, based on nature of Endurance Amann's shares.

There exist no significant observations of the auditors in relation to the aforementioned financial statements.

3. **Endurance Fondalmec S.p.A ("Endurance Fondalmec")**

Corporate Information

Endurance Fondalmec, (formerly known as Fondalmec Officine Meccaniche S.p.A.) is a step down subsidiary of our Company, and was incorporated on December 28, 1976 in Italy under the Italian civil code. The registered office of Endurance Fondalmec is situated at Lombardore (TO), Via Del Boschetto 2/43 Cap 10040.

Nature of Business

Endurance Fondalmec is a step down operating subsidiary of the Company in Italy and is primarily engaged in the production of mechanical components for the automotive sector such as engine, gearbox, transmission groups, machining and assembling of components of aluminum alloys, cast iron and steel. Endurance Fondalmec was incorporated with the purpose of manufacturing of metal parts, by machining and assembly process. It can also promote and participate in the establishment of companies and make investments in already existing companies whose objects are or purpose similar or relative to its own, and only for the purpose of stable investment.

Capital Structure

The issued and paid-up share capital of Endurance Fondalmec is Euro 2,700,000 divided into 2,700,000 shares of Euro 1 each.

Shareholding

The shareholding pattern of Endurance Fondalmec as on the date of this Prospectus is as follows:

Sr. No.	Name of shareholder	Number of shares	Percentage (%)
1.	Endurance Overseas S.r.l.	2,700,000	100
	Total	**2,700,000**	**100**

Financial Performance

Brief financial details of Endurance Fondalmec, extracted from its audited accounts for the past three financial years and for the quarter ended June 30, 2016, are as follows:

Particulars (₹ in million, except for the share data)	**Quarter ended June 30, 2016**	**Fiscal 2016**	**Fiscal 2015**	**Fiscal 2014**
Equity Capital	202.52	202.76	182.28	222.96
Reserve Surplus (excluding revaluation reserve)	1,447.63	1,328.21	1,072.00	1,025.64
Sales/ Turnover	2,830.49	8,939.82	8,883.86	8,176.73
Profit/(Loss) after tax	121.81	306.33	268.25	265.98
Earnings per share (₹) Basic	45.12	113.46	99.35	98.51
Earnings per share (Diluted)	45.12	113.46	99.35	98.51
Net Asset Value Per Share (₹)	611.17	567.03	464.55	462.44

There exist no significant observations of the auditors in relation to the aforementioned financial statements.

4. **Endurance FOA S.p.A. ("Endurance FOA")**

Corporate Information

Endurance FOA (formerly known as FOA S.p.A.) is our step-down subsidiary which was incorporated on January 21, 1977 under the Italian civil code. The registered office of Endurance FOA is situated at Via Regione Pozzo no. 26, Chivasso (Turin), Italy.

Nature of Business

Endurance FOA is a step down operating subsidiary of our Company in Italy and is primarily engaged in manufacturing of high pressure die casting and machined components. It was incorporated with the object of melting activity of aluminium and its alloys and other metals for the production of special components for the automotive industry. Endurance FOA also manufactures aluminium alloy die-casted parts and other metal parts by machining and assembly process. Endurance FOA is also active in drawing and manufacturing moulds for the automotive component industry.

Capital Structure

The authorised share capital of Endurance FOA is Euro 382,200 divided into 735,000 ordinary shares of Euro 0.52 each.

Shareholding

The shareholding pattern of Endurance FOA as on the date of this Prospectus is as follows:

Sr. No.	Name of shareholder	Number of shares	Percentage (%)
1.	Endurance Overseas S.r.l.	735,000	100
	Total	**735,000**	**100**

Financial Performance

Brief financial details of Endurance FOA, extracted from its audited accounts for the past three financial years and for the quarter ended June 30, 2016, are as follows:

Particulars (₹ in million, except for the share data)	**Quarter ended June 30, 2016**	**Fiscal 2016**	**Fiscal 2015** (*)	**Fiscal 2014**
Equity Capital	28.67	28.70	25.80	N.A.
Reserve Surplus (excluding revaluation reserve)	743.78	684.95	484.10	N.A.
Sales/ Turnover	1,347.40	4,400.07	1,793.06	N.A.
Profit/ (Loss) after tax	60.05	140.98	73.92	N.A.
Earnings per share (₹) Basic	81.70	191.80	100.57	N.A.
Earnings per share (Diluted)	81.70	191.80	100.57	N.A.
Net Asset Value Per Share (₹)	1,050.95	970.95	693.74	N.A.

**Data related to fiscal year 2015 make reference to the six months period October 1, 2014 – March 31, 2015, on the basis of the acquisition of control of Endurance FOA by the Endurance Group. Such data were not subject to statutory audit activities on a standalone basis*

There exist no significant observations of the auditors in relation to the aforementioned financial statements.

5. **Endurance Engineering S.r.L. ("Endurance Engineering")**

Corporate Information

Endurance Engineering is our step-down subsidiary of our Company which was incorporated on January 31, 2014, in Italy, under the Italian civil code as Endurance Engineering S.r.l. The registered office of Endurance Engineering is situated at Strada del Cascinotto no 135/A, Turin, Italy.

Nature of Business

Endurance Engineering was incorporated with the purpose of manufacturing plastic parts by injection moulding. Specifically, the company's activities include the printing of plastic material, production of industrial articles, mechanical processing of metals, construction of moulds and equipment for industry, repairing services and assistance, the import and export marketing of products, research in the mechanical, rubber and tooling industry, consulting, and the supply of general business services in industrial and commercial sector, both in Italy and abroad.

Capital Structure

The share capital of Endurance Engineering is Euro 100,000 fully paid-in divided into one quota of Euro 100,000.

Shareholding

The shareholding pattern of Endurance Engineering as on the date of this Prospectus is as follows:

Sr. No.	Name of quotaholder	Nominal value of the quota (in Euro)	Percentage (%)
1.	Endurance Overseas S.r.l.	100,000	100
	Total	**100,000**	**100**

Financial Performance

Brief financial details of Endurance Engineering, extracted from its audited accounts for the past three financial years and for the quarter ended June 30, 2016, are as follows:

Particulars (₹ in million, except for the share data)	Quarter ended June 30, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Equity Capital	7.50	7.51	6.75	8.26
Reserve Surplus (excluding revaluation reserve)	216.03	198.67	152.36	156.78
Sales/ Turnover	333.79	1,159.65	1,215.58	-
Profit/(Loss) after tax	17.71	28.10	27.79	(0.11)
Earnings per share (₹)Basic	N.A. *	N.A. *	N.A. *	N.A. *
Earnings per share (Diluted)	N.A. *	N.A. *	N.A. *	N.A. *
Net Asset Value Per Share (₹)	N.A. *	N.A. *	N.A. *	N.A. *

**Calculation is not applicable, as Endurance Engineering capital is constituted by a single quota (no shares)*

There exist no significant observations of the auditors in relation to the aforementioned financial statements.

Accumulated Profits or Losses

As of the date of this Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

Public issue and rights issue

As of the date of this Prospectus, none of the Subsidiaries (i) is listed or has been refused listing on any stock exchange in India or abroad or (ii) has made any public or rights issue of equity shares in the last three years or (iii) has become a sick company as specified under SICA or (iv) is under winding up proceedings.

Interest in our Company

None of our Subsidiaries hold Equity Shares in our Company and do not have any interest in our Company's business other than as stated in "*Our Business*" and "*Financial Statements – Related Party Transactions*" on pages 145 and 274 of this Prospectus, respectively.

Common Pursuits

All our Subsidiaries are engaged in lines of business that are synergistic with the business of our Company as a result of which there is no conflict of interest due to common pursuits between our Subsidiaries and our Company.

Sales or Purchases

Except as disclosed in "*Financial Statements – Related Party Transactions*" on page 274 of this Prospectus, there are no sales and purchases between any of the Subsidiaries and our Company, where such sales or purchases exceed, in the aggregate, 10% of the total sales or purchases of our Company.

OUR MANAGEMENT

Board of Directors

Under our Articles of Association, unless otherwise determined by general meeting, our Company is required to have at least two and not more than 15 Directors. Our Company currently has 10 Directors, comprising five Independent Directors, three Executive Directors, and two Non-Executive Directors. The following table sets forth details regarding the Board as on the date of this Prospectus:

Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Age	Other Directorships
Mr. Naresh Chandra *Address*: Bhagwati Bhawan, 31-B, M. L. Dahanukar Marg, Mumbai 400 026, Maharashtra, India *Designation*: Chairman and Non-Executive Director *Occupation:* Business *Nationality:* Indian *Term:* Liable to retire by rotation *DIN*: 00027696	81	Indian companies 1. Durovalves India Private Limited; 2. Hercules Hoists Limited; 3. Varroc Engineering Private Limited; 4. Varroc Elastomers Private Limited; 5. Varroc Exhaust Systems Private Limited; 6. Varroc Polymers Private Limited; and 7. Varroc Trading Private Limited
Mr. Anurang Jain *Address*: Green Leaf Manor, Gut no. 41-3B, Kanchanwadi, Opposite Walmi Paithan Road, Aurangabad 431 002, Maharashtra, India *Designation*: Managing Director *Occupation*: Business *Nationality*: Indian *Tenure*: For a period of five years with effect from April 1, 2016 *DIN*: 00291662	54	Indian companies 1. Marathwada Auto Cluster. Foreign companies 1. Endurance Overseas S.r.L., Italy; and 2. Endurance Amann GmbH, Germany (Chairman of the advisory board).
Mr. Asanka Haren Edirimuni Rodrigo *Address***:** No – 18/3, Davidson Tower Havelock Road, Havelock City Colombo 05 00500, Sri Lanka *Designation*: Non-Executive Director (Nominated by Actis) *Occupation*: Fund Manager *Nationality*: Sri Lankan *Tenure*: Not liable to retire by rotation *DIN*: 03010463	45	Nil

Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Age	Other Directorships
Mr. Partho Sarothy Datta *Address*: 19/2 Dover Road, PS-Ballygunge, Kolkata 700 019, West Bengal, India *Designation*: Independent Director *Occupation*: Professional *Nationality*: Indian *Tenure*: For a period of up to five consecutive years from June 10, 2016 *DIN*: 00040345	67	Indian companies 1. HDFC Bank Limited; 2. IRIS Business Services Limited; 3. Peerless Funds Management Co Limited; and 4. The Peerless General Finance & Investment Co. Limited.
Mr. Soumendra Mohan Basu *Address*: 22D2, Cape Tower - VII, 1925, Chak Garia, Hiland Park, South 24 Parganas, 700 094, West Bengal, India *Designation*: Independent Director *Occupation*: Independent Consultant *Nationality*: Indian *Tenure*: For a period of up to five consecutive years from June 10, 2016 *DIN*: 01125409	66	Indian companies 1. India Carbon Limited; and 2. Peerless Funds Management Co. Limited.
Mr. Roberto Testore *Address*: Via XX Settembre 3 - 10121 Torino, Italy. *Designation*: Independent Director *Occupation*: Service *Nationality*: Italian *Tenure*: For a period of up to five consecutive years from June 10, 2016 *DIN*: 01935704	63	Foreign companies 1. Fante Srl- Italy 2. Pantheon IT Srl- Italy; 3. Pantheon Italia Srl- Italy; 4. Italconsult SpA- Italy; 5. AC Boiler SpA- Italy (independent and non-operative Director); 6. Sofinter Spa- Italy (independent and non-operative director); and 7. Brum Brum SpA- Italy (independent and non-operative director).
Mr. Ramesh Gehaney *Address*: 172, Royal Residency, Plot no. 5, Sector 9, Dwarka, Delhi, 110 075 Delhi, India. *Designation*: Executive Director and Chief Operating Officer *Occupation*: Service *Nationality*: Indian *Term*: For a period of five years with effect from June 6, 2014	56	Nil

Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Age	Other Directorships
DIN: 02697676		
Mr. Satrajit Ray *Address*: Flat No- L 403, Laburnum Park, Magarpatta City, Hadapsar, Pune 411 013 Maharashtra, India *Designation*: Executive Director and Group Chief Financial Officer *Occupation*: Service *Nationality*: Indian *Tenure*: For a period of five years with effect from June 6, 2014 *DIN*: 00191467	57	Foreign companies Endurance Overseas S.r.L., Italy
Ms. Anjali Seth *Address*: Flat no: B-1301, Birchwood C-H-S Ltd, Main Street, Hiranandani Gardens, Powai, Mumbai - 400 076, Maharashtra, India *Designation*: Independent Director *Occupation*: Lawyer *Nationality*: Indian *Tenure*: For a period of up to five consecutive years from June 10, 2016 *DIN*: 05234352	57	Indian companies 1. Adlabs Entertainment Limited; 2. JMC Projects (India) Limited; 3. Caprihans (India) Limited; 4. Walkwater Properties Private Limited; 5. ADF Food Limited; 6. Kalpataru Power Transmission Limited; and 7. Kalpataru Limited.
Mrs. Falguni Nayar *Address:* 9, Rushilla CHS, 17C Carmichael Road, Malabar Hill, Mumbai- 400 026, Maharashtra, India *Designation:* Independent Director *Occupation:* Entrepreneur *Nationality:* Indian *Tenure:* For a period of up to five consecutive years from June 10, 2016 *DIN:* 00003633	53	Indian companies 1. Dabur India Limited; 2. ACC Limited; 3. Tata Motors Limited; 4. Tata Marcopolo Motors Limited; 5. Aviva Life Insurance Company India Limited; 6. L&T Infrastructure Finance Company Limited; 7. Tata Technologies Limited; 8. FSN Brands Marketing Private Limited; 9. Kotak Securities Limited; 10. Valleyview Probuild Private Limited; 11. FSN E-Commerce Ventures Private Limited; 12. Golf Land Developers Private Limited; 13. Heritage View Developers Private Limited; 14. Sealink View Probuild Private Limited; and 15. Sea View Probuild Private Limited.

Except for Mr. Naresh Chandra and Mr. Anurang Jain, who are related as father and son, respectively, none of our Directors are related to each other.

Brief profiles of our Directors

Mr. Naresh Chandra is the Chairman and Non-Executive Director of our Company. He has been associated with our Company since incorporation and became the Chairman of our Company with effect from December 28, 1999. He holds a bachelor's degree (honours) and a master's degree in arts from University of Delhi and a diploma in business administration from The City of Birmingham College of Commerce. He has over 55 years of experience, with over 33 years in the automobile industry. He promoted Anurang Engineering Company Private Limited in 1982. He has previously served as the chairman and managing director on the board of Kaycee Industries Limited.

Mr. Anurang Jain is the Promoter and Managing Director of our Company. He has been associated with our Company since its incorporation as a Director and was re-appointed as Managing Director of our Company by Board resolution dated February 25, 2016 and a shareholder resolution dated May 18, 2016. He is responsible for the overall operations of our Company. He holds a master's degree in business administration from the University of Pittsburgh. He has over 31 years of experience in the automobile components industry.

Mr. Asanka Haren Edirimuni Rodrigo is a Non-Executive Director of our Company since December 22, 2011 and a nominee of Actis. He holds a master's degree in business administration from the Sir John Cass Business School, London and is a member of the Chartered Institute of Management Accountants U.K. He is also a certified Chartered Financial Analyst (AIMR USA). He has over 15 years of experience in Actis Group in the field of investments in industrial and financial services.

Mr. Partho Sarothy Datta is an Independent Director of our Company. He has been a Director of our Company since June 16, 2010. He is an associate member of the Institute of Chartered Accountants of India. In 1996, he attended the advanced management programme at Harvard Business School. He has over three decades of corporate experience and has been involved with industry associations at both national and regional levels. He has previously worked at Dunlop India Limited, Indian Aluminum Company Limited (Indal), erstwhile Alcan Aluminium Limited and the Murugappa Group. Pursuant to the appointment of a new group of directors by the Central Government in January 2009, Mr. Partho Sarothy Datta has also served as a non-executive special advisor to the board of Satyam Computer Services Limited.

Mr. Soumendra Mohan Basu is an Independent Director of our Company. He has been a Director of our Company since June 16, 2010. He holds a bachelors degree (honours) in English from University of Calcutta. He has more than 36 years of experience in the banking sector. He has previously worked with ANZ Grindlays Bank Limited, Manpower Services India Private Limited, Grindlays Bank Limited Plc, State Bank of India and Standard Chartered Grindlays Bank Limited. He has experience in the areas of integration of IT and operations in relation to the banking sector and also in managing the credit risk control function and Basel programme at Wholesale Bank of Standard Chartered. He has served as a director on the board of Scope International, Standard Chartered Finance Limited. and Right Grow Talent India Private Limited. and has also been a member of Standard Chartered Bank's India Management Committee. He is currently an independent consultant in the areas of organisation, human resources and corporate affairs and is the managing partner of DGA Consulting.

Mr. Roberto Testore is an Independent Director of our Company. He has been a Director of our Company since October 17, 2007. He has a bachelor's degree in mechanical engineering from Turin Polytechnic University. He has more than three decades of experience in automobile industry. He has previously worked at Trenitalia S.p.A., FIAT Auto S.p.A. as chief executive officer, IFI-owned Group Unimorando as vice president of the industrial operations, COMAU SpA and COMAU Finanziaria S.p.A.. In 2006, he was appointed as the chairman and co-owner of Industria & Sviluppo S.r.l., an advisory company based in Rome and with operations in Italy.

Mr. Ramesh Gehaney is an Executive Director of our Company since June 6, 2014 and has been with our Company since July 23, 2004. He holds a diploma in mechanical engineering from the Board of Technical Education, Delhi. He has experience of over 30 years of which 24 years are in the automotive industry. He has experience in the field of operation and maintenance of power and desalination plants in middle-east. He is currently overseeing the entire manufacturing operations of our Company.

Mr. Satrajit Ray is an Executive Director of our Company since June 6, 2014 and has been with our Company since April 12, 2010. He is an associate member of the Institute of Chartered Accountants of India and holds a bachelor's degree in commerce from the University of Calcutta. He has experience of over 32 years. He has previously worked with the Indian Aluminium Company Limited (Indal), Hindalco Industries Limited and MIRC Electronics Limited.

Ms. Anjali Seth is an Independent Director of our Company since June 10, 2016. She holds a bachelor's degree in laws from University of Delhi and a bachelor's degree in arts (honours) from Meerut University. She has previously worked with the International Finance Corporation, Emmar Properties in the United Arab Emirates and ANZ Grindlays Bank. She has prior experience in the field of project financing and laws governing the same. She has over 30 years of experience in the field of law.

Mrs. Falguni Nayar is an Independent Director of our Company since June 10, 2016. She holds a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. She is the founder and chief executive officer of FSN E-commerce Ventures Pvt. Ltd, which runs an e-commerce business through the website named nykaa.com. She was previously associated as a manager and consultant at A F. Ferguson & Co. For over 19 years she was associated with Kotak Mahindra Group- as an investment banker with Kotak Mahindra Finance Limited, as a chief executive officer with Kotak Securities Limited and Kotak Investment Bank, and as a managing director and chief executive officer of Kotak Investment Bank. She has also served as a corporate advisor to Temasek Holdings Advisors India Private Limited.

Arrangement or understanding with major shareholders, customers, suppliers or others

Except for Mr. Asanka Haren Edirimuni Rodrigo, the nominee of Actis on our Board, none of our Directors have been appointed pursuant to an arrangement or understanding with our major shareholders. For further details, please see "*History and Certain Corporate Matters – Material agreements – Shareholders' agreement"* on page 192 of this Prospectus.

With respect to our Managing Director and our Executive Directors, there is no contingent or deferred payment accrued for FY 2016.

Executive Directors

A. ***Mr. Anurang Jain***, is currently the Managing Director of our Company and was re-appointed by a Board resolution dated February 25, 2016 and a shareholder resolution and letter of re-appointment dated May 18, 2016 for a period of five years commencing from April 1, 2016. His terms of appointment were further amended by our Board pursuant to the Board resolution dated April 14, 2016. The significant terms of his employment are as below:

Sr. No.	Remuneration	Details
1.	Basic Salary	₹ 1,920,000 per month with such annual increment as may be deemed fit and at the discretion of the Board or its constituted committee from time to time. The annual increment shall be paid from the commencement of every financial year.
2.	Perquisites and Benefits	Entitlement to the following, value of which shall not exceed two months' basic salary: a) Domestic Utilities: reimbursement/payment for domestic utilities such as gas, electricity, water and repairs related thereto; b) Furniture and furnishings: Provision of furniture, fixtures and furnishings (soft and hard) at his residence; c) Provision for services of security, labour, gardener(s), sweeper(s), cook(s), watchman and such other personnel, as may be required at his residence; d) Company car: Free use of Company's car for official work as well as for personal purposes, along with driver; e) Telecommunication facilities: providing and payment of telephones, tele-fax, video conferencing, internet connection and other communication facilities at residence for official and personal use, at Company's cost; f) Medical reimbursement: Reimbursement/ payment of medical expenses incurred in India and/or abroad, for self, spouse and dependent children including hospitalisation, nursing home, and surgical charges, air fare, boarding/lodging for the patient and attendant; g) Personal accident and mediclaim policy: Personal accident insurance policy and mediclaim policy for self, spouse and dependent children; h) Club fees: Annual club fees, subject to maximum of two clubs. This includes admission and /or life membership fees; i) Credit card: reimbursement/payment of annual fee for up to two credit cards; j) Reimbursement of cost of books and periodicals; k) Other benefits as may be applicable to senior executives of our Company; and l) Leave with full pay with encashment of un-availed leave, as per rules of our

Sr. No.	Remuneration	Details
		Company and this specific benefit shall be excluded from the ceiling of two months' basic salary prescribed above.
3.	Allowances	a) House rent allowance payable monthly, equal to 60% of basic salary. In addition, Company to provide for maintenance and upkeep of his residence; b) Children education allowance payable monthly, equivalent to one month's basic salary per annum; c) Leave travel allowance payable monthly, equivalent to one month's basic salary per annum; d) Special allowance payable monthly, equal to 15% of basic salary.
4.	Provident Fund	Company's contribution to provident fund as per rules of our Company
5.	Gratuity	At the rate of one month's salary, for every completed year of service
6.	Commission	As may be determined by the Board from time to time based on the net profits of our Company in a particular year, which put together with salary, allowances, and perquisites shall be subject to the overall ceiling as laid down in the Companies Act, 2013.
7.	Minimum Remuneration	Notwithstanding anything above, if in any financial year, during the tenure of Mr. Anurang Jain as its Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Anurang Jain, remuneration by way of salary and other allowances not exceeding the limits as specified under the applicable provisions of the Companies Act, 2013, as amended from time to time or such other limits as may be prescribed by the Central Government from time to time, as minimum remuneration.

For FY 2016, Mr. Anurang Jain was paid an aggregate compensation of ₹ 36,619,858.

B. ***Mr. Ramesh Gehaney***, was appointed a director of our Company at a board meeting held on, June 6, 2014 and the said appointment was approved by the shareholders at the AGM of our Company dated August 7, 2014, appointing him as the whole time director and Chief Operating Officer of our Company for a period of five years from June 6, 2014. The significant terms of his employment as revised by the Board resolution dated June 10, 2016 and as approved by the shareholders at the EGM of our Company dated June 29, 2016, payable with effect from April 1, 2016, are as below:

Sr. No.	Remuneration	Details
1.	Basic Salary	₹ 441,226 per month with such annual increment as may be approved by the Board from time to time.
2.	Allowances	a) House rent allowance equal to 50% of basic salary; b) Fixed performance allowance of ₹ 346,891 per month; c) Children education allowance of ₹ 9,600 per annum which is payable on monthly basis; d) Transport allowance of ₹ 19,200 per annum which is payable on monthly basis. e) Leave and travel allowance equivalent to one month basic salary per annum which is payable on monthly basis. f) Medical allowance of ₹ 15,000 per annum which is payable on monthly basis.
3.	Variable Pay	Performance based variable pay of ₹ 3,309,493 per annum. The same is to be disbursed as per our Company's policy or may be determined by the Board after completion of each financial year.
4.	Perquisites	a) Attire maintenance reimbursement of ₹ 12,000 per annum which is payable on monthly basis. b) Company maintained car shall be allocated. c) In case of own car (instead of opting for company maintained car as motioned in point (b) above) car allowance of ₹ 686,970 per annum which is payable on monthly basis. In addition, eligibility for fuel reimbursement of up to ₹ 180,000 per annum to be paid on monthly basis. d) Company paid mobile connection and handset.
5.	Provident Fund	Company's contribution to provident fund as per rules of our Company.
6.	Gratuity	Gratuity is payable as per law or Company's policy whichever is higher.
7.	Superannuation Scheme	Covered under the superannuation scheme on becoming eligible as per the rules of our Company.
8.	Paid Leave	Mr. Ramesh Gehaney is eligible for paid leave as per our Company's policy.
9.	Group Medical	Mr. Ramesh Gehaney and his family members are covered under the said policy as per

	Health Insurance Policy	the rules of our Company.
10.	Group Personal Accident Insurance Policy	Mr. Ramesh Gehaney is covered under this policy as per the rules of our Company.
11.	Annual Increment	Increment of not more than 20 per cent per annum over the annual gross remuneration of previous financial year.

For FY 2016, Mr. Ramesh Gehaney was paid an aggregate compensation of ₹ 14,171,628.

C. ***Mr. Satrajit Ray***, was appointed as a director of our Company at a board meeting held on, June 6, 2014 and the said appointment was approved by the shareholders at the AGM of our Company dated August 7, 2014, appointing him as the whole time director and Group Chief Financial Officer of our Company for a period of five years from June 6, 2014. The significant terms of his employment as revised by the Board resolution dated June 10, 2016 and as approved by the shareholders at the EGM of our Company dated June 29, 2016, payable with effect from April 1, 2016, are as below:

Sr. No.	Remuneration	Details
1.	Basic Salary	₹420,852 per month with such annual increment as may be approved by the Board from time to time.
2.	Allowances	a) House rent allowance equal to 50% of basic salary; b) Fixed Performance Allowance of ₹ 330,629 per month; c) Children education allowance of ₹ 9,600 per annum which is payable on monthly basis. d) Transport allowance of ₹ 19,200 per annum which is payable on monthly basis. e) Medical allowance of ₹ 15,000 per annum which is payable on monthly basis. f) Leave travel allowance equivalent to one month basic salary per annum which is payable on monthly basis.
3.	Variable pay	Performance based variable pay of ₹ 3,156,390 per annum. The same is to be disbursed as per Company's policy or may be determined by the Board after completion of each financial year.
4.	Perquisites	a) Attire maintenance reimbursement of ₹ 12,000 per annum which is payable on monthly basis. b) In case of own car, car allowance of ₹ 384,000 per annum which is payable on monthly basis. In addition, eligibility for fuel reimbursement of ₹ 180,000 per annum is to be paid on monthly basis. c) In case of using Company maintained car, he shall not be entitled to the above mentioned allowance. d) Annual retention bonus of ₹ 617,000 per annum payable as per the rules of our Company e) Company paid mobile connection and handset.
5.	Provident Fund	Our Company's contribution to provident fund as per rules.
6.	Gratuity	Gratuity is payable as per law or Company's policy whichever is higher.
7.	Superannuation Scheme	Covered under the superannuation scheme on becoming eligible as per the rules of our Company.
8.	Paid Leave	Mr. Satrajit Ray is eligible for paid leave as per our Company's policy.
9.	Group Medical Health Insurance Policy	Mr. Satrajit Ray and his family members are covered under the said policy for self and family members as per the rules of our Company.
10.	Group Personal Accident Insurance Policy	Mr. Satrajit Ray is covered under this policy as per the rules of our Company.
11.	Annual Increment	Increment of not more than 20 per cent per annum over the annual gross remuneration of previous final year.

For FY 2016, Mr. Satrajit Ray was paid an aggregate compensation of ₹ 14,333,355.

Non-Executive Directors and Independent Directors

Our Non-Executive Directors and our Independent Directors are eligible for sitting fees for attending each meeting of the Board or committees thereof. Details of the sitting fees paid by our Company and our subsidiaries to the Non- Executive Directors and Independent Directors in FY 2016 are as follows:

Sr. No	Name of Director	Total amount of sitting fees paid for Board meetings (₹)	Total amount of sitting fees paid for committee meetings (₹)	Total amount by Subsidiaries (₹)	Total (₹)
1.	Mr. Naresh Chandra	120,000	Nil	Nil	120,000
2.	Mr. Soumendra Mohan Basu	100,000	100,000	Nil	200,000
3.	Mr. Roberto Testore	80,000	Nil	Nil	80,000
4.	Mr. Asanka Haren Edirimuni Rodrigo	Nil	Nil	Nil	Nil
5.	Mr. Partho Sarothy Datta	80,000	60,000	Nil	140,000

** Our Board, pursuant to its resolution dated June 10, 2016 has approved the payment of ₹ 2,000,000 as commission to Mr. Partho Sarothy Datta, Mr. Soumendra Mohan Basu and Mr. Roberto Testore for FY 2016.*

Changes in the Board of Directors in the last three years

Sr. No.	Name	Date of appointment/reappointment	Date of cessation	Reason
1.	Mr. Ramesh Gehaney	June 6, 2014	-	Appointment
2.	Mr. Satrajit Ray	June 6, 2014	-	Appointment
3.	Mr. Massimo Venuti	June 6, 2014	-	Appointment
4.	Mr. Anurang Jain	February 25, 2016		Reappointment
5.	Mr. Massimo Venuti	-	June 9, 2016	Resignation
6.	Mr. Soumendra Mohan Basu	June 10, 2016	-	Appointment*
7.	Mr. Partho Sarothy Datta	June 10, 2016	-	Appointment*
8.	Mr. Roberto Testore	June 10, 2016	-	Appointment*
9.	Ms. Anjali Seth	June 10, 2016	-	Appointment
10.	Mrs. Falguni Nayar	June 10, 2016	-	Appointment

**Appointed as Independent Directors.*

Service contracts

Our Company has not entered into any service contracts, pursuant to which its Directors and Key Management Personnel are entitled to benefits upon termination of employment.

Bonus or profit-sharing plan of our Directors

Except for profit related commission payable to our Independent Directors, none of our Directors are a party to any bonus or profit sharing plan by our Company. However, some of our Executive Directors are paid discretionary performance variable-pay and, annual retention bonus.

Shareholding of our Directors in our Company

The Articles of Association do not require the Directors to hold any qualification equity shares.

The shareholding of our Directors in our Company, as on the date of this Prospectus is set forth below:

Sr. No.	Name of Director	Number of Equity Shares held
1.	Mr. Anurang Jain#~	59,266,320

 # Anurang Jain HUF, of which Mr. Anurang Jain is the karta, additionally holds 400 Equity Shares.
~Mr. Anurang Jain additionally holds 28,300,000 Equity Shares, in his capacity as the trustee of the Anurang Rohan Trust.

Shareholding of our Directors in our Subsidiaries

None of our Directors hold shares in our Subsidiaries. For further details, please see "*Our Subsidiaries*" on page 195 of this Prospectus.

None of our Directors is or was a director on the board of listed companies that have been/ were delisted from any stock exchanges in India.

None of our Directors is or was a director on the board of any listed company whose shares are / were suspended from trading on BSE and / or NSE for a period of five years prior to the date of filing of the Draft Red Herring Prospectus.

Borrowing Powers of our Board

Pursuant to the resolution passed at our extra-ordinary general meeting held on November 20, 2013, our Board is authorised to borrow moneys for the purpose of our Company, as the Board may, in its discretion, think fit in excess of the aggregate of the paid-up capital of our Company and its free reserves (not being reserves set apart for any specific purpose), provided that the total amount of such borrowings together with the amounts already borrowed and outstanding (apart from temporary loans obtained or to be obtained in ordinary course of business) shall not exceed ₹12,500 million.

Corporate Governance

The provisions of the Listing Regulations with respect to corporate governance will be applicable to our Company immediately upon the listing of Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of applicable regulations, specifically the Listing Regulations, the Companies Act, 2013 and the ICDR Regulations, in respect of corporate governance particularly in relation to constitution of the Board and committees of our Board. 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, each as required under law.

Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the Listing Regulations. The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. Our Company's executive management provides the Board of Directors detailed reports on its performance periodically.

Currently, our Board has ten Directors, headed by the Chairman who is a Non-Executive Director. In compliance with the requirements of Regulation 17 of the Listing Regulations, we have five Independent Directors on the Board, in addition to three Executive Directors, and two Non-Executive Directors. In compliance with the provisions of the Companies Act, 2013 at least two-third of our Directors, other than our Independent Directors, are liable to retire by rotation.

I. Committees of the Board in accordance with the Listing Regulations

A. Audit Committee

The members of the Audit Committee are:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Mr. Partho Sarothy Datta	Independent Director	Chairman
2.	Mr. Asanka Haren Edirimuni Rodrigo	Non-Executive Director	Member
3.	Mr. Soumendra Mohan Basu	Independent Director	Member

The Audit Committee was constituted by a resolution of our Board dated July 30, 2010 and was thereafter re-constituted in Board meeting dated December 22, 2011. By resolution of the Board dated June 10, 2016, the terms of reference of the Audit Committee were revised and are in accordance with the Companies Act, 2013, and Regulation 18 of the Listing Regulations.

The terms of reference of the Audit Committee include the power to:

1. Overseeing the financial reporting process to ensure fairness, transparency, sufficiency and reliability of financial statements, including recognition, recording and reporting of financial information in keeping with the applicable laws and that the same is correct, sufficient and credible;
2. Recommending the appointment, remuneration and terms of appointment of statutory auditors;
3. Approving payment to statutory auditors for any other services rendered by them;
4. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
5. Reviewing the adequacy of internal control systems including internal financial controls and risk management systems;
6. 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;
7. Recommending appointment and removal of internal auditor and outsourced internal auditors for our Company's overall operations and its auditable units;
8. Discussing with internal auditors on any significant findings and follow-up thereon;
9. Examining the financial statements (in particular the investments made by any unlisted subsidiary);
10. Discussing nature and scope of audit and audit plans on a regular basis with statutory and the internal auditors as well as post-audit discussion to ascertain any area of concern;
11. Reviewing, with the management, performance of the statutory and internal auditors;
12. Reviewing compliance with internal and statutory audit reports and examine reasons for substantial defaults and delays in implementing audit recommendations;
13. Reviewing and examining with the management annual financial statements before submission of the same to the Board. This will include:
    i. Matters required to be included in the director's responsibility statement to be mentioned in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    ii. Any changes in accounting policies and practices and reasons for the same;
    iii. Major accounting entries based on exercise of judgment by the management;
    iv. Compliance with listing and other legal requirements relating to financial statements;
    v. Non-recurring, abnormal and one-time entries;
    vi. Qualification, if any, in the draft audit report;
    vii. Significant adjustments made in financial statements arising out of audit findings;
    viii. Disclosure of related party transactions;
    ix. Modified opinion(s) in the draft audit report.
14. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
15. Review the following information:
    i. Management discussion and analysis of financial condition and results of operations;
    ii. Statement of significant related party transactions submitted by management;
    iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
    iv. Internal audit reports relating to internal control weaknesses;
    v. The appointment, removal and terms of remuneration of the chief internal auditor;
    vi. Statement of deviations:
        a. quarterly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
        b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
16. Reviewing findings of internal investigations involving matters of suspected fraud, financial integrity or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
17. Reviewing and investigating the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. Reviewing the security and control aspects of the information technology and connectivity systems;
19. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and make appropriate recommendation to the board to take steps in this matter;
20. Approving or subsequently modifying transactions with related parties including granting omnibus approval subject to the conditions prescribed in the Listing Regulations and policy for related party transactions;
21. Scrutinising inter-corporate loans and investments;
22. Ensuring valuation of undertakings or assets of our Company, wherever it is necessary;
23. Reviewing the functioning of the whistle blower mechanism;
24. Approving appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
25. Review of statutory compliances and legal cases;
26. Carrying out any other functions as provided under the Companies Act, 2013, the Listing Regulations and other applicable law; and
27. Any other term of reference as may be mandated by the Board.

The Audit Committee met three times in FY 2016.

B. **Nomination and Remuneration Committee**

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Mr. Soumendra Mohan Basu	Independent Director	Chairman
2.	Mr. Asanka Haren Edirimuni Rodrigo	Non-Executive Director	Member
3.	Mr. Partho Sarothy Datta	Independent Director	Member

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated June 10, 2016. The scope and functions of the Nomination and Remuneration Committee are in accordance with the Companies Act, 2013, and Regulation 19 of the Listing Regulations.

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of performance of independent directors and the Board;

3. Devising a policy on diversity of Board;

4. 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 of directors their appointment and removal;

5. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and

6. Carry out any other functions as provided under the Companies Act, 2013 and Listing Regulations and other Applicable Law.

The Nomination and Remuneration Committee did not exist during FY 2016 and accordingly there have been no meetings.

C. **Stakeholders' Relationship Committee**

The members of the Stakeholders' Relationship Committee are:

Sr. No.	Name of the member	Designation	Position in the Committee
1.	Ms. Anjali Seth	Independent Director	Chairperson
2.	Mr. Asanka Haren Edirimuni Rodrigo	Non- Executive Director	Member
3.	Mr. Satrajit Ray	Executive Director and Group Chief Financial Officer	Member

The Stakeholders' Relationship Committee was constituted by way of a Board resolution dated June 10, 2016. The scope and functions of the Stakeholders' Relationship Committee are in accordance with the Companies Act, 2013, and Regulation 20 of the Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee include the following:

1. Redressal of grievances of shareholders, debenture holders and other security holders.

2. Consider and resolve the grievances of the security holders of our Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of annual report and non-receipt of declared dividends.

3. Carry out any other function as prescribed under the Companies Act, 2013, Listing Regulations and other applicable law.

The Stakeholders' Relationship Committee did not exist during FY 2016 and accordingly there have been no meetings.

II. Other Committees of the Board:

In addition to committees of the Board in accordance with the Listing Regulations mentioned above, the following committees have been constituted by our Board:

A. CSR Committee
B. Finance Committee
C. IPO Committee

Policies

In accordance with the applicable provisions of the Listing Regulations and other applicable law, we have formulated policies, including the following copies of which are available on our website:

- Whistle blower policy;

- Policy on Determining materiality of and dealing with related party transactions;

- Code of conduct of directors and employees;

- Policy for determining material subsidiaries;

- Code of practices and procedures for fair disclosure of unpublished price sensitive information;

- Corporate social responsibility policy;

- Risk management policy;

- Policy for determination of materiality of event/information;
- Archival policy for disclosure to stock exchanges;
- Policy on preservation of documents; and
- Nomination and remuneration policy.

Interest of Directors

All Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of reimbursement of expenses payable to them under the Articles. Our Executive Directors are interested to the extent of remuneration, discretionary performance variable pay and annual retention bonus payable to them for services rendered as an officer or employee of our Company. Our Independent Directors are also interested to the extent of profit related commission payable to them.

The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/ or any Equity Shares that may be held by the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For further details, please see "*Capital Structure - Shareholding of our Directors and/ or Key Management Personnel*" on page 102 of this Prospectus.

The Directors have no interest in any property acquired by our Company within two years from the date of this Prospectus or proposed to be acquired by our Company as of the date of this Prospectus.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as, a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Except for Mr. Anurang Jain and Mr. Naresh Chandra, and except as stated hereinabove and in "*Our Management – Payment or benefit to officers of our Company"*, "*Our Promoter, Promoter Group and Group Companies - Interest of our Promoter*", and in "*Financial Statements*" on pages 215, 217 and 222 of this Prospectus, respectively, our Directors do not have any interest in the promotion of our Company or any other interest in our business.

Except as stated in "*Financial Statements - Related Party Transactions*" on pages 338 of this Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in the business of our Company.

Except as disclosed in this Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors either to induce them to become or to qualify them as Directors except the normal remuneration for services rendered by them as Directors.

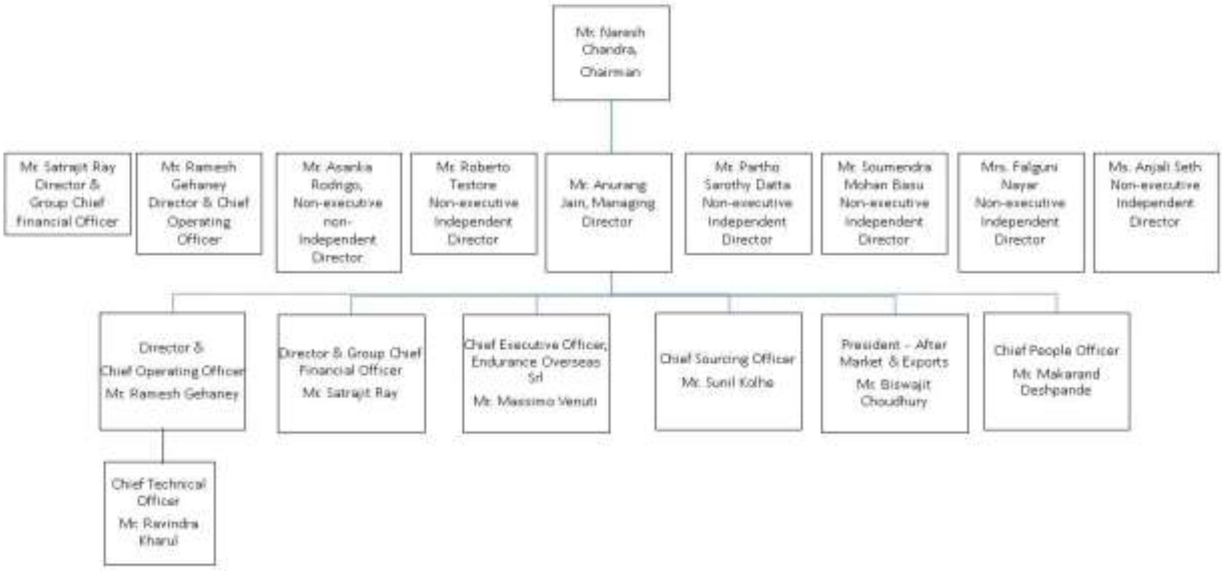
No loans have been availed by our Directors or the Key Management Personnel from our Company.

None of the beneficiaries of loans, advances and sundry debtors are related to our Directors.

Appointment of any relatives of our Directors to an office or place of profit

Except for a) Mrs. Varsha Jain, wife of Mr. Anurang Jain and the daughter-in-law of Mr. Naresh Chandra, who is the Executive Vice President- CSR and Facility Management of our Company and b) Ms. Rhea Jain, daughter of Mr. Anurang Jain and grand daughter of Mr. Naresh Chandra, who has been appointed, in the board meeting held on August 26, 2016 and by way of letter of appointment dated September 1, 2016, as an Officer on Special Duty of our Company, none of the relatives of our Directors have been appointed to an office or place of profit in our Company.

Management organisation structure



Key Management Personnel

In addition to Mr. Anurang Jain, our Managing Director, Mr. Satrajit Ray, our Executive Director and Group Chief Financial Officer and Mr. Ramesh Gehaney, our Executive Director and Chief Operating Officer, Mr. Biswajit Choudhury, Mr. Ravindra Kharul, Mr. Makarand Deshpande, Mr. Sunil Kolhe and Mr. Massimo Venuti are the Key Management Personnel of our Company. Except for Mr. Massimo Venuti, who is the Chief Executive Officer of Endurance Overseas Srl, our Subsidiary, all our Key Management Personnel are permanent employees of our Company. For details of the brief profile of our Executive Directors, please see "*Our Management - Brief profiles of our Directors*" on page 203 of this Prospectus. The brief profiles of our other Key Management Personnel are as set out below:

Mr. Biswajit Choudhury, aged 57, is the President (Aftermarket and Export) of our Company. He has been associated with our Company since March 28, 2001. His term of employment expires on May 1, 2017. He is currently handling our Company's Aftermarket business both for domestic as well as exports. He holds a bachelor's degree in mechanical engineering from the Birla Institute of Technology, Mesra, Ranchi. Further, he has completed a course in systems analysis & COBOL programming from Datamatics Corporation, a systems analysis and design course from the Regional Computer Centre, Calcutta and a course in Blueprint For Success from the Qualified Learning Systems "India". He has an experience of 33 years and has previously been associated with Perfect Circle Victor Limited and Anand Corporate Services Limited. The remuneration paid to Mr. Biswajit Choudhury for FY 2016 was ₹ 6.75 million.

Mr. Ravindra Kharul, aged 52, is the Chief Technology Officer of our Company. He has been associated with our Company since May 5, 2012. His term of employment expires on May 30, 2022. He is currently heading R&D function in our Company. He holds a bachelor's degree in mechanical engineering from University of Poona. He has 29 years of business experience and has previously worked with TVS Motor Company Limited and Bajaj Auto Limited. The remuneration paid to Mr. Ravindra Kharul for FY 2016 was ₹ 12.92 million.

Mr. Makarand Deshpande, aged 53, is the Chief People Officer of our Company. He has been associated with our Company since January 1, 2013. His term of employment expires on July 29, 2021. He is currently handling human resources, industrial relations and general administration in our Company. He holds a bachelor's degree in Science from the Marathwada University and a master's degree in labour studies from the University of Bombay. He has 28 years of experience, with 8 years in automotive industry. Prior to joining our Company, he was associated with Carona Limited, TTK Healthcare Limited, Skoda Auto India Private Limited and Thermax Limited. The remuneration paid to Mr. Makarand Deshpande for FY 2016 was ₹ 9.31 million.

Mr. Sunil Kolhe, aged 54, is the Chief Sourcing Officer of our Company. He has been associated with our Company since October 10, 2006. His term of employment expires on April 27, 2020 and is currently handling domestic and global sourcing of direct and indirect material and commercial. He holds a bachelor's degree in engineering from University of Bombay, and diplomas in export-import management and business and marketing management from India International Trade Center. Prior to joining our Company he has been associated with Tata Engineering & Locomotive Company Limited Pune, Finolex Cables Limited, SPACO Carburettors (India) Limited. and Tata Autocomp Systems Limited. The remuneration paid to Mr. Sunil Kolhe for FY 2016 was ₹ 6.54 million.

Mr. Massimo Venuti, aged 43, is the Chief Executive Officer of Endurance Overseas Srl. He has been appointed as the CEO of, Endurance Overseas Srl in June, 2008. His term of engagement expires with the approval of the financial statements as on March 31, 2017, while his employment agreement is a permanent contract. He holds a degree in Degree in philosophy and Letters from the University of Urbino. His functions and areas of experience in Endurance Fondalmec S.p.A. include operations and management and he has over 22 years of experience in the automotive industry. He heads the entire operations of European subsidiaries of the Company. Prior to joining Endurance Fondalmec S.p.A, he was associated with Teksid Aluminium, Teksid SpA, IVECO SpA and Fiat Powertrain Technologies Sector. The remuneration paid to Mr. Massimo Venuti for FY 2016 was Euro 1,083,234.70.

None of our Key Management Personnel are related to each other. Further, none of our Key Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Shareholding of Key Management Personnel

For details of shareholding of our Key Management Personnel in our Company, please see "*Capital Structure – Shareholding of our Directors and/or Key Management Personnel*" on page 102 of this Prospectus.

Bonus or profit sharing plan of the Key Management Personnel

None of our Key Management Personnel are a party to any bonus or profit sharing plan. However, our Key Management Personnel are paid performance based variable pay.

Interests of Key Management Personnel

Except as disclosed above in relation to our Executive Directors, the Key Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration, allowances perquisites or benefits to which they are entitled to as per their terms of appointment and the reimbursement of expenses incurred by them during the ordinary course of business.

Changes in the Key Management Personnel

Except for the changes to our Board of Directors, as set forth under "*Changes in the Board of Directors in the last three years*" herein above, there has been no change in the Key Management Personnel in the last three years prior to the date of filing of this Prospectus.

Senior Management Personnel

The following is a list of the senior management personnel of our Subsidiaries as of the date of this Prospectus:

1. Mr. Massimo Trangoni;
2. Mr. Claudio Mus; and
3. Mr. Pier Giuseppe Roasio.

Payment or benefit to officers of our Company

Except as stated below, no non-salary related amount or benefit has been paid or given within two years from the date of this Prospectus, or is intended to be paid or given, to any of our Company's officers, including the Directors and Key Management Personnel

1. Mr. Naresh Chandra, who is paid a sum of ₹ 125,000 per month as advisory fee, by our Company pursuant to letter dated December 21, 2012;

2. Endurance Overseas has agreed to purchase annual insurance policies which will be assigned to Mr. Massimo Venuti in accordance with the terms of the agreement dated September 10, 2015 ("**Insurance Agreement**"). The maturity date of all the purchased insurance policies taken on annual basis will be June 30, 2021. Mr. Massimo Venuti is entitled to benefits accruing under the annual insurance policies, based on performance of overseas entities, subject to conditions as specified under the Insurance Agreement; and

3. Endurance Overseas, pursuant to its board meeting dated February 26, 2016 has resolved to renew the international health insurance in favour of Mr. Anurang Jain and Mrs. Varsha Jain, up to the yearly amount of Euro 25,000.00 plus the applicable taxes and social contributions on beneficiaries.

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OUR PROMOTER, PROMOTER GROUP AND GROUP COMPANIES

Our Promoter

Our Promoter is Mr. Anurang Jain.

Mr. Anurang Jain

Voter ID Number: MT/33/193/1254590
Driving License: MH20/07/160577

Mr. Anurang Jain holds 59,266,320 Equity Shares.
Anurang Jain HUF holds 400 Equity Shares.
Mr. Anurang Jain holds 28,300,000 Equity Shares in his capacity as a trustee of the Anurang Rohan Trust.

For a complete profile of Mr. Anurang Jain, *i.e.* his age, personal address, educational qualifications, experience, positions/ posts held in the past, other directorships and special achievements, please see "*Our Management*" on page 201 of this Prospectus.

Except as disclosed in this section and in "*Our Management*" and "*History and Certain Corporate Matters*" on pages 201 and 186 of this Prospectus, respectively, Mr. Anurang Jain is not involved with any other venture other than the Sevak Trust in his capacity of a trustee.

I. Other understandings and confirmations

Our Company confirms that the PAN, bank account number and passport number of our Promoter has been submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus with the Stock Exchanges.

Further, our Promoter, Group Companies and relatives of our Promoter have confirmed that they have not been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

Neither our Promoter nor members of our Promoter Group or any persons in control have been debarred, or restricted from accessing the capital markets for any reason, by SEBI or any other authorities. Our Promoter is not, nor has he been a promoter, director or person in control of any company which is debarred, or restricted from accessing the capital markets for any reason, by SEBI or any other authorities.

However, in FY 2010, certain members of our Promoter Group were prohibited from buying, selling or dealing in the securities market pursuant to a SEBI order which was subsequently vacated. For further details, please see "*Other Regulatory and Statutory Disclosures – Prohibition by the SEBI or governmental authorities*" on page 518 of this Prospectus.

There are certain legal proceedings involving our Promoter pending before various fora. For further details, please see "*Outstanding Litigation and Material Developments – Litigation involving our Promoter*" on page 505 of this Prospectus.

II. Nature and extent of interest of our Promoter

1. Interest of our Promoter

As of the date of this Prospectus, our Promoter individually holds 59,266,320 Equity Shares and through the Anurang Jain HUF holds 400 Equity Shares equivalent to 42.13% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. Mr. Anurang Jain additionally holds 28,300,000 Equity Shares in his capacity as a trustee of the Anurang Rohan Trust.

Our Promoter is interested in our Company to the extent of his shareholding in our Company and in any dividend distribution which may be made by our Company in the future.

For further details, please see "*Capital Structure*" on page 91 of this Prospectus.

Our Promoter is also interested in our Company to the extent that he is the Managing Director of our Company and any remuneration and reimbursement of expenses payable to him in such capacity. For further details in this regard, please see "*Our Management*" on page 201 of this Prospectus.

Our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to him or to such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a Director or for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Our Promoter has entered into a Shareholders' Agreement which governs the rights of Shareholders in our Company. For details regarding the terms of the Shareholders' Agreement, please see "*History and Certain Corporate Matters – Material Agreements – Shareholders' Agreement*" beginning on page 192 of this Prospectus.

2. Interest in property, land, construction of building, supply of machinery

Our Promoter does not have any interest in any property acquired by our Company within two years preceeding the date of filing the Draft Red Herring Prospectus with SEBI or any property proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements except as stated in "*Financial Statements*" on page 222 of this Prospectus.

3. Payment of benefits to our Promoter and Promoter Group during the last two years

Except as stated in "*Our Management*" and "*Financial Statements*" on pages 201 and 222 of this Prospectus, there have been no amounts or benefits paid or given or intended to be paid or given to our Promoter or our Promoter Group within the two years preceeding the date of the Draft Red Herring Prospectus.

Except as stated in "*Financial Statements*" on page 222 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Promoter.

III. Disassociation by our Promoter in the last three years

Our Promoter has not disassociated himself from any company or firm in the three years preceeding the date of filing of the Draft Red Herring Prospectus.

IV. Group Companies

Our Board has by way of a resolution dated June 10, 2016, approved that in addition to the Subsidiaries of our Company (which form a part of the list of related parties, determined in accordance with Accounting Standard 18 issued by the ICAI, as per the audited consolidated financial information for FY 2016), there are no companies to be considered as 'group companies' of our Company.

Furthermore, for the purpose of disclosure in connection with the Offer, the companies forming part of the Varroc Group, have not been considered as Group Companies pursuant to the Memorandum of Agreement. For details on the Memorandum of Agreement, please see "*- Memorandum of Agreement*" below.

Accordingly, other than our Subsidiaries, our Company does not have any Group Companies as of the date of this Prospectus.

Unless otherwise specifically stated, none of our Group Companies described below (i) are listed on any stock exchange; (ii) have completed any public or rights issue since the date of its incorporation; (iii) have become a sick company within the meaning of SICA; (iv) are under winding-up; (v) have become defunct; (vi) have made an application to the relevant registrar of companies in whose jurisdiction such Group Company is registered in the five years preceeding the date of filing the Draft Red Herring Prospectus with SEBI, for striking off its name; (vii) have received any significant notes from the auditors; or (viii) had negative net worth as of the date of their last audited financial statements.

Details of the top five Group Companies of our Company

1. Endurance Fondalmec;
2. Endurance FOA;
3. Endurance Amann;
4. Endurance Engineering; and
5. Endurance Overseas.

For details, please see "*Our Subsidiaries*" on page 195 of this Prospectus.

Nature and extent of interest of our Group Companies

(a) Interest in our Company

None of our Group Companies have any interest in the promotion of our Company or any other interest, including any business or other interests, in our Company except to the extent disclosed in "*Financial Statements - Related Party Transactions*" on page 274 of this Prospectus.

(b) Interest in the properties acquired by our Company

Our Group Companies have no interest in any property acquired by our Company within two years from the date of filing of the Draft Red Herring Prospectus or proposed to be acquired by our Company as of the date of this Prospectus.

(c) Interest in the transactions for acquisition of land, construction of building and supply of machinery

None of our Group Companies are interested in transactions for acquisition of land, construction of building and supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements by our Company to our Group Companies.

Common pursuits between our Group Companies and our Company

All our Group Companies are engaged in lines of business that are synergistic with the business of our Company as a result of which there is no conflict of interest due to common pursuits between our Group Companies and our Company.

Related business transactions within our Group Companies

Except as disclosed in "*Financial Statements – Related party transactions*" on page 274 of this Prospectus there are no related business transactions within the members of the group.

Sale/Purchase between our Company and our Group Companies

Except as disclosed in "*Financial Statements – Related party transactions*" on page 274 of this Prospectus there are no transactions between our Company and our Group Companies which exceed 10% of the total sales or purchases of our Company.

Group Companies with negative net worth

None of our Group Companies had negative net worth in one or all of the previous three Fiscal years.

Loss making Group Companies

None of our Group Companies have incurred a loss in the immediately preceeding financial year. However, Endurance Overseas has incurred a loss in the quarter ended June 30, 2016. For details on '*Financial Performance*' of Endurance Overseas, please see "*Our Subsidiaries*" on page 195 of this Prospectus.

Memorandum of Agreement

Mr. Anurang Jain, our Promoter, manages and controls our Company along with its Subsidiaries and all other companies promoted, owned or controlled by him (collectively the "Endurance Group"). His brother, Mr. Tarang Jain manages and controls Varroc Engineering Private Limited along with its subsidiaries and all other companies promoted, owned or controlled by him (collectively the "Varroc Group", whereas the Endurance Group and the Varroc Group shall be jointly referred to as the "Group(s)"). In 2002, our Promoter transferred all the equity shares held by him in the Varroc Group entities by way of a gift to Mr. Tarang Jain and likewise, Mr. Tarang Jain also transferred all the equity shares held by him in the Endurance Group entities by way of gift to our Promoter. Apart from such transfer of equity shares, our Promoter resigned from the board of all the companies in the Varroc Group and simultaneously, Mr. Tarang Jain resigned from the board of all the companies in the Endurance Group.

On March 19, 2010, our Promoter along with Mr. Tarang Jain, Mr. Naresh Chandra and Mrs. Suman Jain entered into the Memorandum of Agreement to formally record the understanding that the Endurance Group shall be managed and controlled exclusively by our Promoter while the Varroc Group shall be managed and controlled exclusively by Mr. Tarang Jain and that neither of the parties will directly or indirectly participate in the management of the other and the other's business, in any capacity including as promoter, director or key managerial personnel, nor will they directly or indirectly acquire shares in each other's Groups. However, in the event that Mr. Naresh Chandra and / or Mrs. Suman Jain were to sell their holding, whether wholly or in part, in the Endurance Group or the Varroc Group, the offer would initially be made to our Promoter or Mr. Tarang Jain, respectively, at a price mutually acceptable to the parties.

In view of the Memorandum of Agreement, (i) Mr. Tarang Jain, (ii) the Varroc Group, (iii) any body corporate in which 10% or more of the equity share capital is held by Mr. Tarang Jain or any firm or HUF in which Mr. Tarang Jain is a member, and (iv) any body corporate in which a body corporate in (iii) above holds 10% or more of the equity share capital, have not been considered as part of our Promoter Group, and details and confirmations in relation to them have not been disclosed in this Prospectus. Further, pursuant to the Memorandum of Agreement, the Varroc Group companies have not been considered as Group Companies of our Company and details and confirmations in relation to such companies have not been disclosed in this Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our Company's results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by the Board. The Board may also pay interim dividend. The Board has by way of its resolution dated August 26, 2016 approved and adopted the Dividend Distribution Policy which came into effect on August 26, 2016. The dividends declared by our Company during the last five Fiscal years have been presented below:

Particulars	For the year ended March 31,				
	2016	2015	2014	2013	2012
Equity Shares*					
Equity Share Capital (In ₹ million)	175.83	175.83	175.83	175.83	181.60
Face Value of Equity Share (in ₹ per share)	4	4	4	4	4
Interim Dividend on Equity Shares (In ₹ million)	123.08	-	-	-	-
Final Dividend on Equity Shares (In ₹ million)	52.75*	123.08	52.75	35.17	32.97
Total Dividend (In ₹ million)	175.83	123.08	52.75	35.17	32.97
Total Dividend Tax (In ₹ million)***	35.79	25.06	8.97	5.97	5.42
Rate of Dividend (%)	70 and 3.75*	70	30	20	18.75
Total dividend (in ₹ per share)	2.80 and 0.38*	2.80	1.20	0.80	0.75
Redeemable Preference Shares#					
Preference Share Capital (In ₹ million)	-	16.80	16.80	16.80	16.80
Face Value of Preference Shares (in ₹ per share)	-	10	10	10	10
Interim Dividend on Preference Shares (In ₹ million)	-	-	-	-	-
Final Dividend on Preference Shares (In ₹ million)	-	0.59	1.68	1.51	1.42
Total Dividend (In ₹ million)	-	0.59	1.68	1.51	1.42
Dividend Tax (In ₹ million)	-	0.10	0.28	0.25	0.23
Rate of Dividend (%)**	-	10	10	9	8.50

#Our Company has on August 7, 2014 redeemed all preference shares issued and as of the date of this Prospectus our Company does not have any preference share capital.

***Paid proportionately on outstanding amount.*

****Total dividend tax for FY 2012 and FY 2013 is after adjusting credit of tax on dividend received from subsidiary*

** Refer Notes below.*

Notes:

1) *Change in face value of equity shares subsequent to the year end - Pursuant to the approval of the members at the EGM of our Company held on May 18, 2016 for consolidation of the Equity Shares of our Company, 2.5 Equity Shares of face value of ₹ 4 each was consolidated to 1 Equity Share of Rs.10 each. The effective date for the said consolidation is May 18, 2016.*
2) *Subsequently, our Company has issued bonus shares (123,079,992 Equity Shares for consideration other than cash) in the ratio of 7:1 (7 bonus shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on May 17, 2016 and resolution passed by Shareholders at the EGM held on May 18, 2016. These equity shares have been allotted on May 29, 2016. Final dividend is on total number of Equity Shares including bonus shares. Subsequent to the recommendation of the Board by way of its resolution dated June 10, 2016 and the approval of the Shareholders granted at the AGM held on August 3, 2016, our Company has on August 5, 2016 paid the final dividend to our Shareholders for the financial year ended March 31, 2016.*

Note: No interim dividend has been declared by our Company after March 31, 2016

The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or dividend amounts, if any, in the future.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Deloitte Haskins & Sells LLP

Chartered Accountants
706, 'B' Wing, 7th Floor
ICC Trade Tower
Senapati Bapat Road
Pune - 411 016
India

Tel: +91 (020) 6624 4600
Fax: +91 (020) 6624 4605

INDEPENDENT AUDITOR'S REPORT ON RESTATED UNCONSOLIDATED FINANCIAL INFORMATION UNDER SECTION 26 OF COMPANIES ACT, 2013, READ WITH RULE 4 OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014

THE BOARD OF DIRECTORS OF
ENDURANCE TECHNOLOGIES LIMITED
(Formerly known as Endurance Technologies Private Limited)
Plot no. K - 228, MIDC Industrial Area,
Waluj, Aurangabad - 431 136

Dear Sirs,

1. We have examined the attached Restated Unconsolidated Financial Information of Endurance Technologies Limited (formerly known as Endurance Technologies Private Limited) ('the Company') which comprises of the Restated Unconsolidated Balance Sheet as at June 30, 2016 and as at March 31, 2016, 2015, 2014, 2013 and 2012, the Restated Unconsolidated Statement of Profit and Loss and the Restated Unconsolidated Cash Flow Statement for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 as approved by the Board of Directors of the Company at their meeting held on August 26, 2016 for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer (IPO) prepared in terms of the requirements of:

   a) Sub-clauses (i) and (ii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules) and

   b) the Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("SEBI-ICDR Regulations").

2. We have examined such Restated Unconsolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated June 2, 2016 and addendum to the engagement letter dated August 1, 2016 in connection with the proposed IPO of the Company; and

   b) The Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India (ICAI).

3. These Restated Unconsolidated Financial Information have been extracted by the Management from the audited Unconsolidated Financial Statements of the Company as at and three months ended June 30, 2016 and as at and for the years ended March 31, 2016, 2015, 2014, 2013 and 2012 which have been approved by Board of directors at their meetings held on August 26, 2016, June 10, 2016, June 24, 2015, June 20, 2014, June 29, 2013 and June 29, 2012 respectively.

4. Based on our examination, we report that:

   a) The Summary Statement of Restated Unconsolidated Assets and Liabilities of the Company as at June 30, 2016 and as at March 31, 2016, 2015, 2014, 2013 and 2012, as set out in Annexure-I to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, and Notes, as set out in Annexure-IV.

   b) The Summary Statement of Restated Unconsolidated Profit and Loss of the Company for the three months ended June 30, 2016 and for each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012, as set out in Annexure-II to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, and Notes, as set out in Annexure-IV.

   c) The Summary Statement of Restated Unconsolidated Cash Flows of the Company for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012, as set out in Annexure-III to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, and Notes, as set out in Annexure IV.

   d) Based on the above, according to the information and explanations given to us, we are of opinion that the Restated Unconsolidated Financial Information have been made after incorporating:

      (i) Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods.

      (ii) Adjustments for the material amounts in the respective financial period/years to which they relate.

      (iii) There are no extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.

      (iv) There were no qualifications in the Auditors' report for the relevant reporting periods, which require any adjustments to the Restated Unconsolidated Financial Information.

5. We have also examined the following restated unconsolidated financial information of the Company set out in the Annexures prepared by the management and approved by the Board of Directors on August 26, 2016 for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012.

Sr. No.	Details of Other Restated Unconsolidated Financial Information	Annexure Reference
1	Summary Statement of Restated Share Capital	Annexure V
2	Summary Statement of Restated Reserves and	Annexure VI

Sr. No.	Details of Other Restated Unconsolidated Financial Information	Annexure Reference
	Surplus	
3	Summary Statement of Restated Long - term Borrowings	Annexure VII
4	Summary Statement of Restated Short term Borrowings	Annexure VIII
5	Summary Statement of Restated Long-Term and Short term Liabilities and Provisions	Annexure IX
6	Summary Statement of Restated Fixed Assets	Annexure X
7	Summary Statement of Restated Non-Current Investments	Annexure XI
8	Summary Statement of Restated Current Investments	Annexure XII
9	Summary Statement of Restated Inventories	Annexure XIII
10	Summary Statement of Restated Long Term and Short Term Loans and Advances	Annexure XIV
11	Summary Statement of Restated Trade Receivables	Annexure XV
12	Summary Statement of Restated Cash and Bank Balances	Annexure XVI
13	Summary Statement of Restated Other Non-Current Assets and Current Assets	Annexure XVII
14	Summary Statement of Restated Revenue From Operations	Annexure XVIII
15	Summary Statement of Restated Other Income	Annexure XIX
16	Summary Statement of Restated Cost of Material Consumed	Annexure XX
17	Summary Statement of Restated Purchases of Stock in Trade (Traded Goods)	Annexure XXI
18	Summary Statement of Restated Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	Annexure XXII
19	Summary Statement of Restated Finance Costs	Annexure XXIII
20	Summary Statement of dividend Paid / Proposed on Equity Shares & Preference Shares	Annexure XXIV
21	Summary Statement of Accounting Ratios	Annexure XXV
22	Capitalization Statement	Annexure XXVI
23	Statement of Tax Shelters	Annexure XXVII
24	Summary Statement of Related Party Transactions	Annexure XXVIII

In our opinion, the above financial information contained in Annexures I to XXVIII accompanying this report read along with the Significant Accounting Policies and Notes (Refer Annexure IV) are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with the Rules, SEBI-ICDR Regulations and the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement as agreed with you.

Deloitte
Haskins & Sells LLP

6. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

8. Our report is intended solely for use of the management for inclusion in the offer document in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 038019)

Mumbai, August 26, 2016

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE I : SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED ASSETS AND LIABILITIES

(Rs. in million)

	Particulars	Annexures	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
I	**EQUITY AND LIABILITIES**							
1	Shareholders' Funds							
	(a) Share Capital	V	1,406.63	175.83	175.83	192.63	192.63	198.40
	(b) Reserves and Surplus	VI	12,556.79	13,248.78	11,401.43	9,733.26	7,115.28	6,560.71
			13,963.42	**13,424.61**	**11,577.26**	**9,925.89**	**7,307.91**	**6,759.11**
2	Non-Current Liabilities							
	(a) Long-Term Borrowings	VII	471.74	780.17	1,670.82	2,841.76	2,813.31	3,234.53
	(b) Deferred Tax Liabilities (net)	IV D.9	-	-	-	-	-	58.28
	(c) Other Long-Term Liabilities	IX	28.32	27.94	28.44	25.68	22.50	22.54
	(d) Long-Term Provisions	IX	257.89	226.48	247.54	170.79	167.91	108.24
			757.95	**1,034.59**	**1,946.80**	**3,038.23**	**3,003.72**	**3,423.59**
3	Current Liabilities							
	(a) Short-Term Borrowings	VIII	1,633.81	687.76	593.14	600.52	3,486.28	2,678.61
	(b) Trade Payables							
	(i) Total outstanding dues of micro enterprises and small enterprises	IV D. 20	485.27	497.73	446.08	320.06	110.04	202.47
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		3,103.74	2,623.23	2,492.26	3,384.67	3,466.84	3,897.94
	(c) Other Current Liabilities	IX	1,578.18	1,484.34	1,485.51	2,040.68	1,610.60	2,091.67
	(d) Short-Term Provisions	IX	282.97	165.04	255.93	132.59	87.35	86.04
			7,083.97	**5,458.10**	**5,272.92**	**6,478.52**	**8,761.11**	**8,956.73**
	Total		**21,805.34**	**19,917.30**	**18,796.98**	**19,442.64**	**19,072.74**	**19,139.43**
II	**ASSETS**							
1	Non-Current Assets							
	(a) Fixed Assets							
	(i) Tangible Assets	X	9,325.97	9,165.16	8,853.81	9,446.77	8,833.25	8,741.45
	(ii) Intangible Assets	X	65.61	68.31	68.14	83.52	81.64	62.01
	(iii) Capital Work-in-Progress		563.23	463.90	214.53	136.30	231.16	319.80
	(iv) Intangible Assets Under Development		3.99	5.46	1.78	0.53	0.27	8.15
	(b) Non-Current Investments	XI	3646.68	3,646.68	3,646.73	3,646.81	3,974.80	3,685.93
	(c) Deferred Tax Asset (net)	IV D.9	141.77	105.30	148.60	103.39	32.80	-
	(d) Long-Term Loans and Advances	XIV	346.21	260.86	357.32	201.79	307.60	461.69
	(e) Other Non-Current Assets	XVII	4.07	6.40	30.72	45.93	39.05	79.62
			14,097.53	**13,722.07**	**13,321.63**	**13,665.04**	**13,500.57**	**13,358.65**
2	Current Assets							
	(a) Current Investments	XII	281.32	455.84	-	-	-	-
	(b) Inventories	XIII	2,450.90	1,953.08	1,981.05	1,474.50	1,233.45	1,160.16
	(c) Trade Receivables	XV	4,486.43	3,165.07	2,899.20	3,609.58	3,400.89	3,334.43
	(d) Cash and Bank Balance	XVI	53.10	75.78	61.57	270.54	472.47	844.53
	(e) Short-Term Loans and Advances	XIV	331.97	412.49	350.25	297.14	313.50	308.97
	(f) Other Current Assets	XVII	104.09	132.97	183.28	125.84	151.86	132.69
			7,707.81	**6,195.23**	**5,475.35**	**5,777.60**	**5,572.17**	**5,780.78**
	Total		**21,805.34**	**19,917.30**	**18,796.98**	**19,442.64**	**19,072.74**	**19,139.43**

Note :
The above statement should be read with the significant accounting policies, appearing in Annexure IV B; statement on adjustment to restated unconsolidated financial statements, appearing in Annexure IV C; and summary statement of restated unconsolidated financial information, appearing in Annexure IV D.

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

Hemant M. Joshi
Partner
Date: 26th August, 2016
Place: Mumbai

For and on behalf of Board of Directors

Naresh Chandra	**Anurang Jain**	**Asanka Rodrigo**
Chairman	**Managing Director**	**Director**
(DIN : 00027696)	**(DIN : 00291662)**	**(DIN : 03010463)**

Partho S. Datta	**Satrajit Ray**	**Sunil Lalai**
Director	**Director & Group CFO**	**Group Company Secretary**
(DIN : 00040345)	**(DIN : 00191467)**	**& Head-Legal**

Date: 26th August, 2016
Place: Mumbai

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE II : SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED PROFIT AND LOSS

(Rs. in million)

Particulars	Annexures	For the three months ended June 30, 2016	For the year ended March 31, 2016	2015	2014	2013	2012
INCOME :							
Revenue from Operations (Gross)	XVIII	10,647.37	40,611.54	38,401.59	34,317.09	29,799.16	30,006.88
Less: Excise Duty		982.21	3,872.45	3,301.99	3,097.81	2,612.41	2,304.89
Revenue from Operations (Net)		**9,665.16**	**36,739.09**	**35,099.60**	**31,219.28**	**27,186.75**	**27,701.99**
Other Income	XIX	40.06	219.76	300.49	231.35	190.90	153.37
A. Total Revenue		**9,705.22**	**36,958.85**	**35,400.09**	**31,450.63**	**27,377.65**	**27,855.36**
EXPENDITURE :							
Cost of materials consumed	XX	6,337.41	23,924.96	23,099.13	20,302.32	17,755.70	17,704.07
Purchases of stock-in-trade (traded goods)	XXI	24.87	78.64	63.05	42.63	162.37	140.14
Changes in inventories of finished goods, Work in progress and stock in trade	XXII	(187.88)	(162.01)	(261.69)	(113.03)	(56.98)	132.17
Employee Benefits Expense		588.58	2,077.05	1,859.86	1,643.02	1,419.40	1,228.84
Finance Costs	XXIII	66.60	325.47	410.26	724.59	841.13	865.12
Depreciation and Amortisation Expense	X	403.32	1,504.75	1,570.95	1,617.64	1,416.05	1,410.20
Other Expenses		1,735.14	6,397.76	6,195.71	5,307.84	4,529.94	4,965.68
B. Total Expenditure		**8,968.04**	**34,146.62**	**32,937.27**	**29,525.01**	**26,067.61**	**26,446.22**
C. Restated Profit Before Exceptional Item and Tax (A-B)		**737.18**	**2,812.23**	**2,462.82**	**1,925.62**	**1,310.04**	**1,409.14**
D. Exceptional item	IV D.21	-	-	-	-	-	**56.25**
E. Restated Profit Before Tax (C-D)		**737.18**	**2,812.23**	**2,462.82**	**1,925.62**	**1,310.04**	**1,352.89**
Tax Expense							
Current Tax		234.84	713.00	694.01	528.58	391.34	313.49
Deferred Tax		(36.47)	43.27	(45.18)	(103.27)	(91.09)	(21.08)
F. Net Tax Expense		**198.37**	**756.27**	**648.83**	**425.31**	**300.25**	**292.41**
Restated Profit for the year (E-F)		**538.81**	**2,055.96**	**1,813.99**	**1,500.31**	**1,009.79**	**1,060.48**

Note :

The above statement should be read with the significant accounting policies, appearing in Annexure IV B; statement on adjustment to restated unconsolidated financial statements, appearing in Annexure IV C; and summary statement of restated unconsolidated financial information, appearing in Annexure IV D.

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

Hemant M. Joshi
Partner
Date: 26th August, 2016
Place: Mumbai

For and on behalf of Board of Directors

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Partho S. Datta
Director
(DIN : 00040345)

Satrajit Ray
Director & Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company Secretary & Head-Legal

Date: 26th August, 2016
Place: Mumbai

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE III : SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED CASH FLOWS

(Rs. in million)

	Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
			2016	2015	2014	2013	2012
A	Restated Profit before exceptional item & tax	737.18	2,812.23	2,462.82	1,925.62	1,310.04	1,409.14
	Adjustments for:						
	Depreciation & amortisation	403.32	1,504.75	1,570.95	1,617.64	1,416.05	1,410.20
	Provision for employee benefits	37.02	64.13	100.66	26.89	51.42	48.47
	Provision / (written back) for warranty claims	1.69	9.91	15.17	6.68	5.22	4.60
	Finance costs incurred	66.60	325.47	410.26	724.59	841.13	865.12
	(Profit) / loss on sale of assets (net)	(3.35)	0.27	(81.67)	(19.37)	(13.62)	(17.32)
	Dividend income	-	(0.01)	(0.01)	(0.01)	(22.87)	(21.95)
	Unrealised forex fluctuation (gain)/ loss (net)	(0.60)	9.84	1.32	5.88	77.56	99.08
	Interest income	(1.84)	(23.16)	(10.38)	(68.53)	(30.31)	(49.45)
	Settlement of foreign currency derivatives	-	-	-	-	-	(83.27)
	Operating profit before working capital changes	1,240.02	4,703.43	4,469.12	4,219.39	3,634.62	3,664.62
	Adjustments for:						
	Adjustments for (increase)/decrease in operating assets:						
	Inventories	(497.83)	27.97	(506.55)	(155.09)	(73.29)	161.03
	Trade receivables	(1,318.36)	(267.57)	709.08	401.59	(62.66)	(249.29)
	Short-term loans and advances	80.51	(62.23)	(53.11)	31.57	(4.53)	40.43
	Long-term loans and advances	(3.97)	(107.93)	(5.60)	(4.70)	(6.72)	(2.44)
	Other current assets	(50.73)	(87.65)	(92.72)	60.58	(14.29)	(10.77)
	Other non-current assets	2.34	14.82	23.52	5.98	13.02	15.88
	Adjustments for increase/(decrease) in operating liabilities :						
	Trade payables	470.88	178.31	(784.53)	(108.88)	(533.10)	870.84
	Provisions	(4.60)	(71.92)	-	-	-	-
	Other current liabilities	93.50	180.18	(74.97)	(11.62)	84.73	(0.04)
	Other long-term liabilities	0.38	(0.50)	2.76	(4.54)	(0.04)	3.25
	Cash Generated from operations	12.14	4,506.91	3,687.00	4,434.28	3,037.74	4,493.51
	Net income tax (paid)	(119.64)	(635.15)	(704.41)	(541.93)	(356.26)	(298.19)
	Net cash flow from / (used in) operating activities	**(107.50)**	**3,871.76**	**2,982.59**	**3,892.35**	**2,681.48**	**4,195.32**
B	**Cash flow from Investing Activities**						
	Acquisition of fixed assets (including capital work in progress and capital advances)	(786.00)	(2,323.86)	(1,549.60)	(1,570.08)	(1,671.62)	(1,576.55)
	Proceeds from sale of fixed assets	7.34	393.78	445.10	112.14	49.96	81.86
	Investment in subsidiaries	-	-	-	(15.33)	(138.75)	(170.96)
	Proceeds from disinvestment in joint venture	-	-	-	-	160.75	-
	Proceeds from sale of shares	-	0.06	0.08	-	-	-
	Investment in joint venture	-	-	-	-	(65.00)	(152.00)
	Purchase of current/non current investment	174.52	(455.84)	-	-	(7.00)	-
	Loan to subsidiaries (given) / repaid	-	-	-	-	-	99.51
	Fixed deposits with bank not considered as cash or cash equivalents	-	27.23	109.57	46.24	(29.77)	130.62
	Dividend received	-	0.01	0.01	0.01	22.87	21.95
	Interest received	0.89	28.37	14.80	78.17	30.44	47.02
	Net cash used in investing activities	(603.25)	(2,330.25)	(980.04)	(1,348.85)	(1,648.12)	(1,518.55)

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE III : SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED CASH FLOWS

(Rs. in million)

	Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
			2016	2015	2014	2013	2012
C.	**Cash Flow from financing activities**						
	Issue of Shares	-	-	-	-	-	5.77
	Buyback of equity shares	-	-	-	-	(424.05)	-
	Redemption of Preference Shares	-	-	(16.80)	-	-	-
	Capital subsidy received	-	3.00	3.00	-	-	-
	Incentive received	80.56	132.75	30.88	-	-	-
	Proceeds from borrowings	1,295.56	4,793.62	4,469.71	2,948.55	5,029.25	3,215.35
	Repayment of borrowings	(618.53)	(5,819.31)	(6,092.37)	(5,359.37)	(5,180.26)	(4,481.26)
	Dividend paid including tax on dividend	-	(296.27)	(64.37)	(43.33)	(36.27)	(16.89)
	Finance cost paid	(69.52)	(323.35)	(423.71)	(741.09)	(852.90)	(863.95)
	Net cash used in financing activities	688.07	(1,509.56)	(2,093.66)	(3,195.24)	(1,464.23)	(2,140.98)
	Net increase/ (decrease) in cash & cash equivalents	**(22.68)**	**31.95**	**(91.10)**	**(651.74)**	**(430.87)**	**535.79**
	Opening cash & cash equivalents	57.13	25.18	116.28	279.11	709.98	174.19
	Cash and cash equivalents taken over on amalgamation	-	-	-	488.91	-	-
	Closing cash & cash equivalents	34.45	57.13	25.18	116.28	279.11	709.98
	Net increase in cash & cash equivalents	**(22.68)**	**31.95**	**(91.10)**	**(651.74)**	**(430.87)**	**535.79**

Notes :

1 The above statement should be read with the significant accounting policies, appearing in Annexure IV B; statement on adjustment to restated unconsolidated financial statements, appearing in Annexure IV C; and summary statement of restated unconsolidated financial information, appearing in Annexure IV D.

2 The above restated summary statement of cash flows has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on 'Cash Flow Statements'

3 The above summary statement of restated unconsolidated cash flows has been compiled from and is based on the summary statement of restated unconsolidated assets and liabilities as at June 30, 2016, and as at March 31, 2016, 2015, 2014, 2013 and 2012 and the related summary statement of restated unconsolidated profit and loss for the period/years ended on that date.

4 Issue of shares during the three months ended 30th June, 2016 are for consideration other than cash.

5 Cash & Cash Equivalents includes

Particulars	As at June 30, 2016	As at March 31,				
		2,016	2015	2014	2013	2012
Cash and Bank balances (as per note XVI)	34.45	57.13	25.18	116.28	276.71	706.10
Unrealised loss on fixed deposits & Bank balances in foreign currency.	-	-	-	-	2.40	3.88
	34.45	57.13	25.18	116.28	279.11	709.98

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

Hemant M. Joshi
Partner
Date: 26th August, 2016
Place: Mumbai

For and on behalf of Board of Directors

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Partho S. Datta
Director
(DIN : 00040345)

Satrajit Ray
Director & Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company Secretary & Head-Legal

Date: 26th August, 2016
Place: Mumbai

ANNEXURE IV: NOTES TO UNCONSOLIDATED FINANCIAL INFORMATION

A. CHANGE OF STATUS FROM PRIVATE LIMITED TO PUBLIC LIMITED

Consequent to the conversion of the Company from private limited to public limited with effect from May 31, 2016, the name of the Company has changed from Endurance Technologies Private Limited to Endurance Technologies Limited.

B. SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of accounting and preparation of financial statements

The summary statement of restated unconsolidated assets and liabilities of the Company as at June 30, 2016, and as at March 31, 2016, 2015, 2014, 2013, and 2012 and the related summary statement of restated unconsolidated profit and loss and cash flows for the three months ended June 30, 2016 and for the years ended March 31, 2016, 2015, 2014, 2013 and 2012 (collectively referred to as the “Restated unconsolidated summary financial information’) have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company in connection with the proposed Initial Public Offering (hereinafter referred to as ‘IPO’).

The restated unconsolidated summary financial information has been prepared by applying necessary adjustments to the unconsolidated financial statements (‘financial statements’) of the Company. 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 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations 2009, as amended (the "Regulations"). 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 consistently applied.

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

B.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 period / year. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

B.3 Revenue Recognition

The principles of revenue recognition are as set out below:

a) Revenue from operations is recognised, net of returns and trade discounts, when the risk and rewards of ownership are passed on to the customers, which is generally on dispatch of goods. Revenue from operation includes Excise Duty but excludes Sales Tax and Value Added Tax.

b) Job-work revenues are accounted as and when the services are rendered.

c) Benefit on account of entitlement of import of goods free of duty under the “Duty Entitlement Pass Book under Duty exemption Scheme” (DEPB Scheme) is accounted in the period / year of export.

d) Interest income is accounted on accrual basis. Dividend Income is accounted for when the right to receive it is established.

B.4 Fixed Assets (Tangible and Intangible)

Fixed Assets are stated at cost of acquisition or construction where cost includes amount added/deducted on revaluation less accumulated depreciation / amortization and impairment loss, if any. Pre-operation expenses including trial run expenses (net of revenue) are capitalised. All costs relating to the acquisition and installation of fixed assets are capitalised and include borrowing costs relating to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use.

ANNEXURE IV: NOTES TO UNCONSOLIDATED FINANCIAL INFORMATION

B.5 Depreciation and Amortisation

a) Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

i) Plant & Equipment - 7.5 years/10 years.
ii) Vehicles – 5 years/7 years
iii) Dies and moulds are depreciated over their estimated economic life determined on the basis of their usage or under straight line method in the manner specified in Schedule II, whichever is higher.

b) Leasehold land is amortised over the period of the lease. Freehold land is not depreciated.
c) Technical Know-how (including income-tax and R & D Cess thereon) is amortised over the period of six years.
d) Software costs & ERP systems are amortised in three equal instalments.

B.6 Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the period / year-end exchange rates/forward contract rates. Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the period / year in which they arise.

Premium/Discount on forward contracts is amortised over the life of such contracts. The Company accounts for foreign exchange loss in respect of derivative instruments which are not covered by AS 11, based on mark to market valuation as on Balance Sheet date. Mark to market gain is ignored on grounds of prudence.

B.7 Product Warranty Expenses

The estimated liability for product warranties is accounted when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures.

B.8 Inventories

Inventories of raw materials and components, work-in-progress, stock-in-trade, stores & spares and tools & instruments are valued at the lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is ascertained on a weighted average basis. The cost of work-in-progress and finished goods is determined on absorption cost basis. Excise duty in respect of inventory of finished goods manufactured is shown separately as an item of expense and included in valuation of inventory of finished goods.

B.9 Employee Benefits

Provident fund
The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employee's salary. The contributions as specified under the law are paid to the Central Government Provident Fund and the Family Pension Fund and the same is charged to the Statement of Profit and Loss of the period / year when the contributions to the respective funds are due and when services are rendered by the employees.

Gratuity
The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. For the employees of specified grades, 30 days salary is payable upon completion of 10 years of service. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation. The Company has taken a Group Gratuity cum Life Assurance Scheme with LIC of India for future payment of gratuity to the eligible employees.

Compensated absences
The Company provides for the encashment of compensated absences with pay subject to certain rules. The employees are entitled to accumulate compensated absences subject to certain limits, for future encashment. Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit and the accumulated leave expected to be carried forward beyond twelve month is treated as long-term employee benefit which are provided based on the number of days of unutilised compensated absence on the basis of an independent actuarial valuation.

The Company has taken a policy with LIC of India for future payment of compensated absences encashment to its employees.

ANNEXURE IV: NOTES TO UNCONSOLIDATED FINANCIAL INFORMATION

B.10 Investments

Long term investments are valued at cost less diminution in value, if any, other than of temporary nature. Current investments are valued at lower of cost and fair value. Cost of investment includes acquisition charges such as brokerage fees and duties.

B.11 Taxes on Income

Current tax expense is calculated in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

Deferred tax is recognised, for all timing differences, subject to the consideration of prudence, applying the tax rates that have been substantively enacted by the Balance Sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward of tax losses are recognised if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

B.12 Impairment of Assets

The Company reviews the carrying amounts of its fixed assets annually to determine whether there is any indication that those assets suffered an impairment loss. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

B.13 Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product’s technological feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated/amortised in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

B.14 Borrowing Cost

Interest and other costs incurred in connection with the borrowing of the funds are charged to revenue on accrual basis except those borrowing costs which are directly attributable to the acquisition or construction of those Qualifying assets, which necessarily take a substantial period of time to get ready for their intended use. Such costs are capitalised with the Qualifying assets.

B.15 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

B.16 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 on Earnings per Share. Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

B.17 Cash Flow Statement

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Company.

B.18 Business Segments

The Company is engaged mainly in the business of automobile components. This in the context of Accounting Standard 17 on Segment Reporting is considered to constitute one single reportable primary segment. The Company has disclosed geographical market as its Secondary Segment.

ANNEXURE IV: NOTES TO UNCONSOLIDATED FINANCIAL INFORMATION

B.19 Government grants and export incentives

(i) Government grants in respect to manufacturing units located in developing regions
The Company is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Company accounts for its entitlements on accrual basis on approval of the initial claim by the relevant authorities.

(ii) Government grants in respect of additional Capital Expenditure
Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets is accounted for as deferred income. The grant is recognised as income over the life of a depreciable asset by accounting deferred income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

(iii) Export Benefits
Export benefits are accounted for in the period / year of exports based on eligibility and when there is no uncertainty in receiving the same.

B.20 Leases

(i) Finance lease
Assets acquired under finance leases are recognised at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability. Assets given under finance leases are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on a constant rate of return on the outstanding net investment.

(ii) Operating lease
Lease arrangements under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease rental under operating lease are recognised in profit and loss account on straight line basis or other systematic basis over the lease term.

ANNEXURE IV C : STATEMENT ON ADJUSTMENTS TO RESTATED UNCONSOLIDATED FINANCIAL STATEMENTS

1. MATERIAL RESTATEMENT ADJUSTMENTS:

i) Summary of results of restatement made in the audited financials statement of the Company for the period/years and their impact on the profits/losses of the Company is as under:

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Net Profit as per audited Statement of Profit & Loss	538.81	2,080.17	1,796.20	1,514.05	807.42	1,682.73
Restatement Adjustments for :-						
Provision for doubtful debts	-	1.58	8.51	3.70	(2.08)	(1.00)
Excess provision written back	-	(20.26)	7.10	(9.66)	0.02	(0.13)
Advances written off	-	9.41	4.15	1.26	(1.43)	57.28
Depreciation	-	-	-	(13.79)	(9.49)	(5.87)
Prior Period Expenses	-	-	-	-	0.19	0.08
Employee Benefits	-	37.26	(6.78)	(8.60)	(3.40)	(2.17)
Impairment of investment	-	-	-	-	223.75	(672.09)
(Short) / Excess provision for Income Tax	-	(42.97)	9.08	4.27	(10.61)	0.69
Deferred Tax Income / (Expense)	-	(9.23)	(4.27)	9.08	5.42	0.96
Adjustment Total	**-**	**(24.21)**	**17.79**	**(13.74)**	**202.37**	**(622.25)**
Net Profit as per summary statement of restated unconsolidated Profit & Loss	**538.81**	**2,055.96**	**1,813.99**	**1,500.31**	**1,009.79**	**1,060.48**

ii) Notes to material adjustments:-

a) Provision for doubtful debts

In the audited financial statements of the Company for three months ended June 30, 2016 and for the years ended March 31, 2016, 2015, 2014, 2013 & 2012, certain doubtful debts which were no longer recoverable were provided for. For the purpose of this statement such provision have been adjusted to the respective years in which such sale were accounted for. Further, the balance in the Statement of Profit & Loss as at April 1, 2011 has been adjusted to reflect the impact of the items pertaining to period prior to April 1, 2011.

b) Excess provision written back:

In the audited financial statements of the Company for the period ended June 30, 2016 and for the years ended March 31, 2016, 2015, 2014, 2013 & 2012, certain liabilities created in earlier years were written back. For the purpose of this statement such liabilities have been adjusted to the respective years in which they were originally created. Further the balance in the Statement of Profit & Loss as at April 1, 2011 has been adjusted to reflect the impact of the items pertaining to period prior to April 1, 2011.

c) Advance Written off

In the audited financial statements of the Company for the period ended June 30, 2016 and for the years ended March 31, 2016, 2015, 2014, 2013 & 2012, the Company has written off advances given in earlier years. For the purpose of this statement such amounts have been adjusted in the respective years. Further the balance in the Statement of Profit & Loss as at April 1, 2011 has been adjusted to reflect the impact of the items pertaining to period prior to April 1, 2011.

d) Depreciation

During the year 2014-15, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. However, based on the technical analysis and past experience, the Company has determined the useful life of 10 years (7.5 years as per schedule of Companies Act, 2013) in case of some assets in plant & machinery and factory equipment which run in three shifts. For the purpose of this statement, depreciation charge as per revised useful life have been adjusted in the respective years. Consequent to above change, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be 'Nil' as on April 1, 2011 and has adjusted an amount of Rs. 10.62 Mn against the opening balance in Statement of Profit and Loss.

e) Prior Period Expenses

In the audited financial statements of the Company for the period ended June 30, 2016 and for the years ended March 31, 2016, 2015, 2014, 2013 & 2012, certain items were identified as prior period items. For the purpose of this statement such prior period items and other income / expenses, which pertain to previous years but not disclosed as prior period items in the audited financial statements on materiality grounds, have been adjusted to the respective years to which they relate and items relating to the period prior to the year ended March 31, 2011 have been adjusted to the opening balance of Statement of profit and loss.

ANNEXURE IV C : STATEMENT ON ADJUSTMENTS TO RESTATED UNCONSOLIDATED FINANCIAL STATEMENTS

f) Impairment of investment

(i) During the year 2011-12, the Company has reversed the provision created in the year 2008-09 for diminution in the value of Investment in ESORL. Provision is no longer required considering turn around strategy along with orders in hand and projections etc. For the purpose of this statement such reversal have been adjusted to the opening balance of statement of profit and loss as on April 1, 2011.

(ii) During the year 2012-13, the Company has ceased to be a shareholder in Magnetti Marelli Shock Absorbers (India) Private Limited (earlier known as Endurance Magneti Marelli Shock Absorbers (India) Private Limited (EMM)). The Company has debited the loss of Rs. 223.75 million arising out of the exit from EMM in the Statement of Profit and Loss. For the purpose of this statement such loss have been adjusted to the respective years on FIFO basis and loss pertaining to period prior April 1, 2011 have been adjusted with opening balance of Statement of Profit and Loss.

g) Short \ Excess provision for tax for earlier years

Statement of Profit and loss of certain years includes amounts paid/provided/written back for, in respect of shortfall / excess of income tax arising out of assessments, appeals etc. which for the purpose of this statement, have been adjusted in the years to which they relate. Further, this also includes deferred tax adjustment amounting to Rs. 26.58 Mn pertaining to year 2015-16. For the purpose of this statement the amount has been adjusted in the respective years.

h) Tax impact of adjustments

Deferred tax has been computed on adjustments made as detailed above and has been adjusted in the restated statement of profit and loss for the periods ended June 30, 2016 and for the years ended March 31, 2016, 2015, 2014, 2013 and 2012 and the balance brought forward in the Restated Statement of Statement of Profit and Loss as at April 1, 2011.

i) Employee Benefits

During the year ended March 31, 2016 the Company has changed the policy regarding gratuity benefit payable. The gratuity benefit payable was restricted to statutorily required amount to all the employees, such restriction was removed in the year 2015-16 for certain class of employees. Accordingly, the liability for gratuity benefits payable to in future calculated by independent actuary is without considering the said restriction. For the purpose of this statement, expenses pertaining to earlier years have been adjusted to the respective years to which they relate and expenses relating to the period prior to the year ended March 31, 2011 have been adjusted to the opening balance of Statement of profit and loss.

2. Restatement adjustment made in the audited opening balance figure in the net surplus in the restated unconsolidated statement of profit and loss as at April 1, 2011.

(Rs. in million)

Particulars	Amount
Net surplus in statement of profit and loss as at April 1,	2,309.09
Restatement Adjustments for :-	
Provision for doubtful debts	(10.65)
Excess provision written back	22.89
Advances written off	(70.69)
Depreciation	(10.62)
Prior Period Expenses	(0.27)
Employee Benefits	(16.31)
Impairment of investment	448.33
(Short) / Excess provision of Income Tax	39.54
Total adjustments	**402.22**
Deferred tax impact on adjustment	11.55
Net surplus in the statement of profit and loss as at April 1, 2011 (as restated)	**2,722.86**

3. MATERIAL REGROUPING

Adjustments have been made in the restated summary financial information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the year ended March 31, 2016 and for three months ended June 30, 2016, prepared in accordance with Schedule III of the 2013 Act and the requirements of the Regulations. Accordingly, the Company has presented the restated summary financial Information as at and for the year ended June 30, 2016 and for the years ended March 31, 2016, 2015, 2014, 2013, 2012 following the requirements of Schedule III of the 2013 Act.

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE IV D - SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED FINANCIAL INFORMATION

1 Contingent Liabilities (to the extent not provided for)

(A) Contingent Liabilities

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
(a) Outstanding letters of credit	313.67	296.76	257.87	230.55	199.43	340.95
(b) Guarantees given by company's bankers	199.00	191.56	165.71	148.27	108.09	75.43
(c) Corporate guarantee given to Bank of India, London for the loan taken by Amann Druckguss GmbH (Loan fully paid and said guarantee is released by bank on 19th June 2013)	-	-	-	-	375.54	591.14
(d) Corporate guarantee given to Andhra Bank for the loan taken by MM (Earlier known as EMM), said guarantee is released by bank on 25th July, 2013.	-	-	-	-	110.00	110.00
(e) Corporate guarantee given to Bank of Baroda for the loan taken by MM (Earlier known as EMM) said guarantee is released by bank on 29th July, 2013.	-	-	-	-	70.00	70.00
(f) Standby letter of Credit given by Company's bankers	2.67	2.67	3.11	-	-	113.79
(g) Disputed excise demand#	47.62	44.13	42.85	41.11	40.76	137.87
(h) Claims by suppliers under dispute	-	-	-	-	0.45	0.45
(i) Service tax matters#	17.01	15.22	26.29	17.17	14.15	10.75
(j) Sales tax matters#	88.90	88.90	84.31	57.69	1.94	0.08
(k) Income tax matters#	139.07	139.07	78.23	41.68	14.54	126.87
(l) Employees related disputes#	24.75	24.45	23.75	23.30	23.00	4.50
(m) Environment pollution control matters**	26.57	26.57	-	-	-	-
Total	**859.26**	**829.33**	**682.12**	**559.77**	**957.90**	**1,581.83**

** Hon'ble National Green Tribunal (NGT) has directed Company to deposit Rs. 100 Mn based on the initial report of M.S. University, Baroda for alleged inappropriate discharge of industrial effluents. Based upon Maharashtra Pollution Control Board claim submission, NGT vide order dated 8th July, 2016 instructed to refund Rs 70 million against the deposit given, which was duly received on 28th July, 2016.

Future cash outflow, if any, in respect of these matters are determinable only on receipt of judgements / decisions pending at various stages before the appellate authorities. The management is of the opinion that the matters would be resolved in favour of the Company.

(B) Import of capital goods under EPCG Scheme

The Company has imported capital goods under the Export Promotion Capital Goods Scheme (EPCG) of the Government of India, at concessional rates of duty on an undertaking to fulfill quantified future export obligations. Non fulfilment of such future obligations, entails options/rights to the Government to confiscate the capital goods imported under the said licenses and levy other penalties under the above referred scheme.

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Export obligation for import of capital goods under EPCG scheme	1,714.88	930.92	1,665.95	3,014.88	2,950.53	2,885.74

(C) Commitments

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)						
- Tangible assets	452.18	496.37	498.27	198.89	238.80	282.74
(b) Other commitment						
- Aluminium alloy purchases - contracts remaining to be executed	2,867.69	1,256.46	2,913.54	1,518.98	892.29	2,734.38
Total	**3,319.87**	**1,752.83**	**3,411.81**	**1,717.87**	**1,131.09**	**3,017.12**

2 In conformity with the principles set out in the Accounting Standard-15 (Revised), liability for employee benefits needs to be determined by an actuary appointed for the purpose, the disclosures are given below:

(A) Defined contribution plan:

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Employers contribution to provident fund/pension fund	26.61	93.41	84.41	74.61	62.43	54.28
Employers contribution to superannuation fund	2.59	9.17	6.79	5.60	3.91	2.98
Employers contribution to ESIC	0.73	3.18	6.09	8.36	8.42	8.30
Total	**29.93**	**105.76**	**97.29**	**88.57**	**74.76**	**65.56**

Note: Above contributions are included in contribution to provident fund and other funds reported in of employee benefit expenses.

(B) Defined benefit plan:

The defined benefit plan comprises of gratuity (included as part of contribution to provident fund and other funds in employee benefit expenses). The Company provides for its liability towards gratuity as per actuarial valuation. The present value of accrued gratuity is provided in the books of accounts after reducing the fund value with Life Insurance Corporation of India.

I) Reconciliation of benefit obligation:

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Liability at the beginning of the period/year	297.23	249.99	179.86	146.15	114.07	83.30
Acquisition adjustment	-	-	-	9.13	-	-
Interest cost	5.64	16.31	13.55	10.42	7.90	5.36
Service cost	8.35	39.37	39.05	31.05	23.38	14.70
Benefits paid	(0.61)	(7.32)	(4.22)	(9.57)	(5.27)	(3.91)
Actuarial (gain) / loss	12.59	(1.12)	21.75	(7.32)	6.07	14.62
Liability at the end of the period/year	323.20	297.23	249.99	179.86	146.15	114.07

II) Reconciliation of fair value of plan assets:

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Fair value of plan assets at the beginning of the period/year	125.97	62.57	47.74	20.31	23.55	15.39
Acquisition adjustment	-	-	-	12.97	-	-
Expected return on plan assets	2.48	7.76	4.57	3.39	1.81	1.23
Contributions	-	65.02	15.00	21.76	-	10.00
Benefit paid	(0.61)	(7.32)	(4.22)	(9.57)	(5.27)	(3.91)
Actuarial gain / (loss) on obligations	0.06	(2.06)	(0.52)	(1.12)	0.22	0.84
Fair value of plan assets at the end of the period/year	127.90	125.97	62.57	47.74	20.31	23.55
Total actuarial gain / (loss) to be recognised.	(12.53)	(0.94)	(22.27)	6.20	(5.85)	(13.78)

III) Amount to be recognised in the Balance Sheet

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Liability at the end of the period/year	323.20	297.23	249.99	179.86	146.15	114.07
Fair value of plan assets at the end of the period/year	127.90	125.97	62.57	47.74	20.31	23.55
Amount to be recognised in Balance Sheet	195.30	171.26	187.42	132.12	125.84	90.52

IV) Expenses recognised in the Statement of Profit and Loss under the head employee benefit expense

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Current service cost	8.35	39.37	39.05	31.05	23.38	14.70
Interest cost	5.64	16.31	13.55	10.42	7.90	5.36
Acquisition adjustment	-	-	-	(3.85)	-	-
Expected return on plan assets	(2.48)	(7.76)	(4.57)	(3.39)	(1.81)	(1.23)
Net actuarial (gain) / loss recognized	12.53	0.94	22.27	(6.20)	5.85	13.78
Expenses recognized in Statement of Profit and Loss	24.04	48.86	70.31	28.03	35.32	32.61

In respect of funded benefits with respect to gratuity, the fair value of plan assets represents the amounts invested through "Insurer Managed Funds".

V) Experience history

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Defined benefit obligation at end of the period/year	323.20	297.23	249.99	179.86	146.15	114.07
Plan assets at end of the period/year	127.90	125.97	62.57	47.74	20.31	23.55
Funded status - surplus (deficit)	(195.30)	(171.26)	(187.42)	(132.12)	(125.84)	(90.52)
Experience gain/(loss) adjustments on plan liabilities	(12.59)	2.74	1.73	(4.91)	(2.49)	15.63
Experience (gain)/loss adjustments on plan assets	(0.25)	1.97	0.52	1.12	(0.22)	0.84

VI) Principal actuarial assumptions:

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Discount rate	7.60%	7.60%	7.80%	9.20%	8.10%	8.50%
Rate of return on plan assets	7.90%	8.50%	8.60%	8.60%	8.60%	8.60%
Salary escalation	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%
Attrition rate	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%

(a) The discount rate is based on the prevailing market yields of Indian Government securities as at the respective balance sheet date for the estimated terms of the obligations.

(b) Expected rate of return on plan assets (as certified by the actuary): This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.

(c) Salary escalation rate : The estimates of future salary increases considered taking into the account the inflation, seniority, promotion and other relevant factors.

(C) Compensated Absences :

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Amount charged to Statement of Profit and loss	12.98	16.77	30.38	1.59	7.57	14.45
Liability at the end of the period/year	99.37	87.53	80.53	55.90	55.15	47.59

3 Earnings per share (EPS)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
(a) Restated Profit after tax for the period/year (Rs. in million)	538.81	2,055.96	1,813.99	1,500.31	1,009.79	1,060.48
Less: Dividend and tax thereon on preference shares (Rs. in million)	-	-	0.69	1.97	1.77	1.66
Net profit as restated attributable to equity shareholders	**538.81**	**2,055.96**	**1,813.30**	**1,498.34**	**1,008.02**	**1,058.82**
(b) Weighted number of ordinary shares for the purpose of basic and diluted earnings per share (Refer note below)	140,662,848	140,662,848	140,662,848	140,662,848	140,807,715	140,842,888
(c) Nominal value of equity shares Rs. (Refer Annexure V note 2)	10.00	10.00	10.00	10.00	10.00	10.00
(d) Basic & diluted earnings per share Rs.	3.83 *	14.62	12.89	10.65	7.16	7.52

* Not annualised.

Note : Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/ year adjusted by the number of equity shares issued during the period/year and subsequent to the balance sheet date but before approval of accounts in the board is multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year. Since the consolidation in face value of equity shares from Rs. 4 each to Rs. 10 each fully paid up and the issue of bonus shares in the ratio of 7 fully paid up equity shares of face value of Rs. 10 each for each existing equity shares of face value of Rs. 10 each is an issue without consideration, the issue is treated as if it had occurred in the beginning of the year 2011-12, the earliest period reported.

4 CIF value of imports (on accrual basis)

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Capital goods	110.32	431.04	125.47	429.84	494.63	301.20
Raw material & components	899.26	2,893.51	3,181.04	2,139.75	1,962.07	2,120.17
Stores & spares	32.49	133.67	112.80	83.52	44.06	160.42
Total	**1,042.07**	**3,458.22**	**3,419.31**	**2,653.11**	**2,500.76**	**2,581.79**

5 Expenditure in foreign currency (on accrual basis)

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Foreign travel	2.72	10.04	5.46	8.98	14.93	4.38
Technical know-how	-	19.13	-	21.02	30.79	-
Professional fees	4.01	2.79	20.24	11.15	10.83	2.00
Interest on foreign currency loan	14.36	47.68	153.00	159.58	189.00	216.71
Commission	1.46	5.33	3.14	1.31	1.55	0.92
Royalty (net of TDS)	-	-	-	-	-	0.69
Other matters	7.25	30.21	20.72	9.25	12.72	8.70
Total	**29.80**	**115.18**	**202.56**	**211.29**	**259.82**	**233.40**

6 Earnings in Foreign Currency

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
FOB value of exports	301.96	1,395.23	1,444.18	1,228.48	858.18	791.08
Interest	-	-	-	-	2.65	12.28
Others	-	0.70	67.71	8.61	1.70	2.28
Total	**301.96**	**1,395.93**	**1,511.89**	**1,237.09**	**862.53**	**805.64**

7 Amounts remitted in foreign currency during the year on account of dividend

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,					
		2016		2015	2014	2013	2012
(a) Year to which dividend relates	-	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
(b) Number of non-resident shareholders to whom remittance was made	-	1.00	1.00	1.00	1.00	1.00	1.00
(c) Number of shares on which remittance was made (in million)	-	6.03	6.03	6.03	6.03	6.03	6.03
(d) Amount remitted	-	16.88	16.88	7.24	4.82	4.52	1.81

8 Industrial Promotion Subsidy

The Company received Eligibility Certificates (ECs) for different plants in Waluj, Aurangabad, Chakan, Pune for Industrial Promotion Subsidy under Package Scheme of Incentives, 2007 of Maharashtra state ('the scheme'). In terms of the Scheme and based on the ECs received, the incentives are sanctioned and disbursed by the relevant authorities on confirmation of compliance with conditions prescribed in the Scheme. The income accrued and included in other income in respective period/syears mentioned below :

(Rs. in million)

Particulars	For the three months ended June 30, 2016	During the year ended March 31,				
		2016	2015	2014	2013	2012
Income accrued and included in other income	-	93.94	119.37	30.88	48.02	-

9 Break up of deferred tax (asset)/liability

(Rs. in million)

Nature of timing difference	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Deferred Tax Liabilities						
On difference between book balance and tax balance of Fixed assets	-	-	-	-	41.10	119.09
Deferred Tax Assets						
On difference between book balance and tax balance of Fixed assets	57.83	33.77	74.13	22.34	-	-
Disallowances u/s Sec.40 (a) (ia) of the Income Tax Act 1961	1.11	1.11	-	-	-	-
Disallowances u/s Sec.43B of the Income Tax Act, 1961	82.83	70.42	74.47	81.05	73.90	60.61
Disallowances u/s Sec.35DD & 35DDA of the Income Tax Act, 1961	-	-	-	-	-	0.20
Net deferred tax (asset)/liability	**(141.77)**	**(105.30)**	**(148.60)**	**(103.39)**	**(32.80)**	**58.28**

10 Payment to Auditors

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Audit fees	1.35	5.40	4.60	4.60	4.20	3.30
Audit fees for Internal Controls Over Financial Reporting	0.12	0.50	-	-	-	-
Other services	-	0.20*	0.13	0.05	0.90	1.54
Expenses Reimbursed	-	0.26	0.33	0.27	0.34	-
Total	**1.47**	**6.36**	**5.06**	**4.92**	**5.44**	**4.84**

*Payment to Auditors excludes Rs. 1.35 million towards other services, paid to a firm, some of the members whereof are also member in Audit Firm.

11 Disclosure in respect of operating lease

(a) **Assets given on lease.**

I Details of future lease rentals receivable :

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Not later than 1 year	7.04	7.04	7.04	6.17	-	-
Later than 1 year and not later than 5 years	2.93	4.69	11.73	-	-	-
Later than 5 years	-	-	-	-	-	-

(b) **General Description of operating lease.**

I The Company has entered into an operating lease agreement for transfer of its office premises located in Kalyaninagar, Pune (leased asset).

II The agreement has been entered by the company for a period of three years commencing December 1, 2014. The first two years of the agreement remain as lock in period starting December 1, 2014.

III The agreement does not provide any escalation in the lease rentals during the period of the lease.

(c) **Accounting policy adopted in respect of initial direct cost.**

The initial costs incurred on leased asset have been capitalised being in the nature of improvement to leased asset.

12 Pursuant to Companies Act, 2013, Company has contributed towards Corporate Social Responsibility (CSR). Contribution for respective years is as follows -

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014*	2013*	2012*
(a) Gross amount required to be spent by the Company	-	40.05	26.06	-	-	-
(b) Amount spent during the period/year on:						
i) Construction/acquisition of any asset	-	30.25	-	-	-	-
ii) On the purpose other than (i) above						
Village Development Project (VDP)	2.24	10.32	2.00	-	-	-
Vocational Training Centre (VTC)	1.43	11.43	-	-	-	-
Total	**3.67**	**52.00**	**2.00**	-	-	-

*Relevant provisions of Companies Act, 2013 are not applicable.

13 Details on derivatives instruments and unhedged foreign currency exposures.

The Company uses forward exchange

(Rs. in million)

Particulars	Currency	For the three months ended June 30, 2016		For the year ended March 31, 2016		2015		2014		2013		2012	
		Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees
(a) **Details of Forward Exchange Contract, Currency swaps, Currency options :**													
Forward contract - USD-INR	USD	8.20	554.22	8.67	575.28	11.05	691.54	18.65	1,120.58	42.49	2,311.03	31.04	1,587.72
Forward contract - JPY -INR	JPY	85.00	56.02	45.00	26.58	91.40	47.63	141.83	83.44	250.17	144.50	457.31	285.50
Forward contract - JPY -USD	JPY	-	-	-	-	-	-	12.40	7.29	87.43	50.50	129.20	80.66
Forward contract - EUR - INR	EURO	0.83	62.19	1.56	117.21	1.24	83.88	1.23	101.80	1.41	98.17	2.14	146.46
Forward contract - EUR-USD	EURO	-	-	-	-	-	-	-	-	1.73	120.59	1.73	118.50
Currency swap option - JPY-USD	JPY	-	-	-	-	-	-	-	-	-	-	324.87	202.82
Options -USD-INR contracts on JPY - USD currency swap options	USD	-	-	-	-	-	-	-	-	-	-	2.85	145.76
Fixed currency swap EUR-INR	EURO	-	-	-	-	1.30	87.76	4.50	371.59	4.90	340.76	11.88	811.88
Fixed currency swap JPY-INR	JPY	-	-	-	-	-	-	20.50	12.06	242.58	140.11	549.32	342.94
Options - USD-INR	USD	-	-	-	-	-	-	-	-	-	-	5.86	299.68
Fixed currency swap USD-INR	USD	7.24	489.50	9.17	608.08	16.88	1,056.39	15.00	901.50	15.00	815.84	15.00	767.35
Coupon only swap USD-INR	USD	4.31	291.60	4.88	323.37	7.13	445.96	9.00	540.90	3.00	163.17	-	-

(Rs. in million)

(b)

Foreign currency exposures that are not hedged by derivative instruments	Currency	For the three months ended June 30, 2016		For the year ended March 31,									
				2016		2015		2014		2013		2012	
		Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees
IA. Term loans /PCFC/ECB/Buyer's Credit	USD	8.39	567.37	9.10	603.77	10.48	656.03	7.54	453.26	2.25	122.36	4.80	245.81
	EURO	0.40	30.00	0.61	45.87	1.05	70.63	1.08	89.06	2.11	146.54	-	-
IB. Interest on term loans / Buyer's Credit	USD	0.01	0.52	0.01	0.51	0.01	0.87	0.09	5.37	0.66	36.09	0.39	19.79
	EURO	-	-	-	-	0.00	0.02	0.00	0.22	0.02	1.45	0.04	2.47
	JPY	-	-	-	-	-	-	1.10	0.64	7.33	4.24	3.43	2.14
			597.89		**650.15**		**727.55**		**548.55**		**310.68**		**270.21**
II. Trade receivables :	USD	1.44	97.55	2.29	151.62	2.60	162.67	1.18	71.07	1.43	78.01	1.24	63.61
	EURO	0.40	30.26	0.42	31.48	0.68	45.86	0.99	82.04	1.19	82.45	2.60	177.60
			127.81		**183.10**		**208.53**		**153.11**		**160.46**		**241.21**
III. Trade payables :	USD	0.35	23.77	0.63	41.99	1.95	121.83	0.97	58.13	0.38	20.57	1.77	90.63
	EURO	0.35	26.24	0.62	46.86	0.56	37.73	1.16	95.48	0.62	42.79	0.32	22.05
	GBP	0.00	0.18	0.00	0.47	0.01	0.60	0.00	0.07	0.00	0.28	0.01	1.06
	JPY	1.80	1.19	0.02	0.01	5.35	2.79	11.91	7.01	4.39	2.53	-	-
			51.38		**89.33**		**162.95**		**160.69**		**66.17**		**113.74**
IV. Advances paid	USD	0.78	52.55	0.43	28.27	1.92	120.05	0.94	56.31	0.52	28.41	2.31	118.42
	EURO	0.06	4.73	0.05	3.66	0.15	10.28	0.91	74.94	0.27	19.00	0.04	2.94
	JPY	12.68	8.36	12.52	7.40	6.11	3.18	18.14	10.67	21.47	12.40	25.96	16.21
	CHF	-	-	-	-	-	-	0.00	0.03	-	-		
	GBP	-	-	0.00	0.27	-	-	-	-	-	-	-	-
			65.64		**39.60**		**133.51**		**141.95**		**59.81**		**137.57**
V. Advances received	USD	0.17	11.33	0.14	9.06	0.18	11.17	0.09	5.48	0.93	50.56	0.25	12.73
	EUR	-	-	0.01	0.56	-	-	0.01	0.48	0.11	7.75	0.10	7.03
			11.33		**9.62**		**11.17**		**5.96**		**58.31**		**19.76**
VI. Loans to subsidiaries (including interest accrued)	EURO	-	-	-	-	-	-	-	-	-	-	3.50	238.81
					-		**-**		**-**		**-**		**238.81**

14 Details of consumption of imported and indigenous items :

(Rs. in million)

Particulars	For the three months ended June 30, 2016		For the year ended March 31,									
			2016		2015		2014		2013		2012	
	Amount	% of Total Consumption	Amount	% of Total Consumption	Amount	% of Total Consumption	Amount	% of Total Consumption	Amount	% of Total Consumption	Amount	% of Total Consumption
Raw material consumed												
Imported	974.31	15.34	3,148.21	13.11	3,409.01	14.68	2,355.06	11.55	2,174.11	12.14	2,365.33	13.24
Indigenous	5,377.80	84.66	20,870.92	86.89	19,811.38	85.32	18,042.25	88.45	15,732.10	87.86	15,497.97	86.76
	6,352.11	**100.00**	**24,019.13**	**100.00**	**23,220.39**	**100.00**	**20,397.31**	**100.00**	**17,906.21**	**100.00**	**17,863.30**	**100.00**
Stores, Spares consumed												
Imported	41.75	21.01	175.95	23.83	133.94	18.02	103.24	15.24	53.75	10.08	52.25	9.03
Indigenous	156.94	78.99	562.40	76.17	609.20	81.98	574.03	84.76	479.58	89.92	526.06	90.97
Total	**198.69**	**100.00**	**738.35**	**100.00**	**743.14**	**100.00**	**677.27**	**100.00**	**533.33**	**100.00**	**578.31**	**100.00**

15 Joint venture : Magneti Marelli Shock Absorbers (I) Pvt Ltd (Earlier known as Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd)

During the year 2008-09 Magneti Marelli Shock Absorbers (India) Private Limited (MM) (Earlier known as Endurance Magneti Marelli Shock Absorbers (India) Private Limited (EMM)) was promoted jointly by the Company and Magneti Marelli Holding SpA, Italy (now known as Magneti Marelli SpA) for manufacture of shock absorbers, semi-corner modules, gas springs of four and above wheeled vehicles.
Further, in line with the strategy to concentrate on two / three wheeler proprietary business the company decided to exit from the joint venture. Consequently, the Company and Magneti Marelli SpA, have separated on amicable terms and effective October 17, 2012, the Company has ceased to be a shareholder in Endurance Magneti Marelli Shock Absorbers (I) Pvt. Ltd.

The proportionate share of assets, liabilities, income and expenditure of the Joint Venture on the date of separation i.e. on October 17, 2012 are given below:

(Rs. in million)

Particulars	As at October 17, 2012	As at March 31, 2012
í Liabilities		
Current Liabilities		
Short term borrowings	33.64	31.12
Trade payables	183.66	131.95
Other current liabilities	100.64	71.41
Short term provisions	2.79	1.88
Non-Current Liabilities		
Long term borrowings	62.03	66.82
Long term provisions	1.68	1.34
ii Assets		
Current Assets		
Inventories	70.85	45.35
Trade receivables	41.81	42.57
Cash and cash equivalents	1.36	10.78
Short term loans and advances	53.68	43.75
Non-Current Assets		
Fixed assets	319.83	280.17
Long term loans and advances	12.62	14.59
Other non-current assets	0.88	0.47
iii Income		
Sales and Operating Income	135.69	173.30
Other Income	0.13	1.95
iv Expenditure		
Manufacturing and Other Expenses	175.61	228.73
Interest Expense	8.93	12.02
Depreciation	12.84	15.18
Provision for Tax		-
v Profit/(Loss) after Tax for the year	(61.56)	(80.68)
vi Contingent Liabilities	-	-
vii Capital Commitments	-	17.98

16 Scheme of Amalgamation

(a) Pursuant to the Scheme of Amalgamation ("the Scheme") under Sections 391 to 394 read with sections 78, 100 to 103 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay vide Order dated January 10, 2014 (a certified true copy of which was received by the Company on January 24, 2014) and filed with the Registrar of Companies on February 10, 2014 (the 'effective date'), High Technology Transmission Systems (India) Private Limited ('HTTS'), a wholly owned subsidiary of the Company (after acquiring 1% equity share of HTTS on July 26, 2013), was amalgamated with the Company with effect from the Appointed Date i.e. April 1, 2013. The said Scheme of Amalgamation was approved by the Board of Directors of the Company in their meeting held on August 14, 2013.

(b) Upon the Scheme becoming effective, all the assets and liabilities and reserves (including Balance in the Statement of Profit & Loss) as appearing in the books of account of HTTS as on the Appointed Date were required to be recorded at the book values and in the same form as appearing in the books of HTTS in accordance with "Pooling of Interest Method" laid down by Accounting Standard 14 (Accounting for Amalgamations) prescribed under Companies (Accounting Standards) Rules, 2006 issued by the Institute of Chartered Accountants of India.

(c) Further, in accordance with the terms of the Scheme, the business and activities carried out by HTTS from the Appointed date (April 1, 2013) to the Effective Date (February 10, 2014) shall be deemed to have been carried out on account of the Company. Accordingly, the financial statements of the Company includes the notes in this Schedule of the year 2013-14 have been prepared including the transactions (during the year 2013-14), assets and liabilities (as at March 31, 2014) of HTTS. Further as per the terms of the Scheme, Investments in Shares of the HTTS held by ETPL has been adjusted against Share Capital of the HTTS and the difference between cost of investment in HTTS in the books of ETPL is adjusted against General Reserve account of the ETPL. Further the authorised share capital of the Company has automatically increased by Rs. 160 million, being the authorised share capital of HTTS.
This amalgamation with the Company is a non-cash transaction.

17 **Investment in overseas companies**

Endurance Amann GmbH -Germany (earlier known as Amann Druckguss GmbH)

The total investment of the Company in Endurance Amann (a wholly owned subsidiary of the Company) as on 30th June, 2016 amounts to Euro 30.94 million (Rs. 1930.74 million)

The Company had issued two Corporate Guarantees and given lien on shares of Endurance Amann held by it in favour of Bank of India, London (BOI) for the credit facilities aggregating to Euro 17 million provided to Endurance Amann. Endurance Amann has prepaid the entire outstanding credit facilities and consequently security release agreement has been executed on June 19, 2013 whereby the Corporate Guarantee issued by the Company stands revoked.

The Equity of Endurance Amann GmbH, Germany amounting to Euro 3.25 million is represented by stock. Euro 0.2 million is held by Endurance Amann as treasury shares.

During September, 2015, 5% minority stake of V&P SrL in EOSRL was acquired by Endurance Amann GmbH for a total consideration of Euro 4.62 million.

Endurance Overseas Srl, Italy

During the year 2007-08, the Company incorporated a 100% Subsidiary in Italy, named Endurance Overseas Srl (EOSRL). EOSRL further acquired 51% Stake in Fondalmec S.p.A, Italy (Fondalmec) in May, 2007

During the year 2009-10, EOSRL increased its initial 51% stake in the Fondalmec to 100%. On December 2, 2009 EOSRL executed necessary agreement for acquisition of the residual 49% stake in Fondalmec for a total consideration of Euro 14 million, out of which Euro 7 million were paid to the Transferor of shares at the time of transfer of the shares and balance Euro 7 million was to be paid in instalments, the last instalment was paid in April, 2014.

The total investment in EOSRL as at 30th June, 2016 stands at Euro 25.81 million (Rs. 1,705.79 million).

18 **Details of Warranty Provision**

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
	2016	2016	2015	2014	2013	2012
Carrying amount as at the beginning of the period/year	55.75	45.83	30.65	21.76	16.52	11.92
Add : Carrying amount as at the beginning of the year of erstwhile HTTS	-	-	-	2.23	-	-
Additional Provision made during the period/year	10.21	42.21	37.18	30.04	21.89	18.52
Less : amount paid/utilized during the period/year	8.52	32.29	22.00	23.38	16.65	13.92
Carrying amount as at the end of the period/year	57.44	55.75	45.83	30.65	21.76	16.52

19 **Segment reporting**

Segment information has been presented in the Restated Consolidated Financial Statements as permitted by Accounting Standard (AS) 17 on Segment Reporting as notified under the Companies (Accounting Standard) Rules, 2006.

20 **Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Principal amount payable to Micro, Small and Medium Enterprises (to the extent identified by the Company from the available information and relied upon by the auditors) is as follows :

(Rs. in million)

Particulars	As at June 30,	As at March 31,				
	2016	2016	2015	2014	2013	2012
(a) Principal amount payable to Micro, Small and Medium Enterprises	485.27	497.73	446.08	320.06	110.04	202.47
(b) Unpaid amount outstanding for more than 45 days	-	-	-	-	-	-
(c) Interest paid in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-	-	-
(d) Amount of interest accrued and remaining unpaid	-	-	-	-	-	-

In the opinion of the Management amount is paid to suppliers within 45 days during the period, as such, no interest is payable

21 **Exceptional Items**

Effective October 17, 2012, the Company has ceased to be a shareholder in Magnetti Marelli Shock Absorbers (I) Pvt. Ltd. (Earlier known as Endurance Magnetti Marelli Shock Absorbers (I) Pvt. Ltd. (EMM)).The Company has debited the loss of Rs. 223.75 million arising out of the exit from EMM to the Statement of Profit and Loss as an exceptional item. For the purpose of this statement such loss has been adjusted to the respective period/years and loss pertaining to period prior April 1, 2011 have been adjusted with opening balance of Statement of Profit and Loss.

22 **Redeemable Preference Shares**

During the year 2009-10, the Company converted the loan taken from Directors / Shareholders amounting to Rs. 16.8 million into Redeemable Preference Shares (RPS) of Rs. 10/- each (as per stipulation from Bankers) with coupon rate of 8% p.a. from the date of allotment of the RPS and for the year 2010-11. In accordance with the terms of allotment, the coupon rate increased to 8.5% p.a. in the year 2011-12, 9% p.a. in the year 2012-13 and 10% p.a. in the year 2013-14 and for a further period till the date the same are redeemed. The RPS were to be redeemed for cash at par on the date of adoption of the Annual Accounts for the financial year ended March 31, 2014 by shareholders in the Annual General Meeting or the date of repayment of the restructured loan of the banks from whom Company has availed working capital limit aggregating to Rs. 2,383 million, whichever is later. Accordingly, as per the terms of allotment, RPS have been redeemed at par on August 7, 2014.

23 During the three months period ended 30th June, 2016, the Company has made payments amounting to Rs.32.62 million towards costs incurred in respect of proposed Initial Public Offering (IPO) and the same has been shown as part of 'Other receivables' under Annexure XVII Other Current Assets and will be adjusted after completion of the IPO'.

ANNEXURE V: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED SHARE CAPITAL

(a) Authorised, Issued, Subscribed and Paid-up Share Capital:

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Authorized Share Capital:						
Equity Shares (Nos.) (Refer note 2)	165,000,000	216,250,000	216,250,000	216,250,000	176,250,000	176,250,000
Face Value (Refer note 2)	10	4	4	4	4	4
Amount	1,650.00	865.00	865.00	865.00	705.00	705.00
Redeemable Preference Shares of Rs 10 each (Refer note 2)	-	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000
Amount	-	20.00	20.00	20.00	20.00	20.00
Issued, Subscribed and Fully Paid up Share Capital:						
Equity Shares (Nos.) (Refer note 2 and 3)	140,662,848	43,957,140	43,957,140	43,957,140	43,957,140	45,400,783
Face Value (Refer note 2)	10	4	4	4	4	4
Amount	1,406.63	175.83	175.83	175.83	175.83	181.60
Redeemable Preference Shares of Rs 10 each	-	-	-	1,680,000	1,680,000	1,680,000
Amount (Refer note IV-D.22)	-	-	-	16.80	16.80	16.80
Total Share Capital	**1,406.63**	**175.83**	**175.83**	**192.63**	**192.63**	**198.40**

(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period/year:

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
No of shares outstanding at the beginning of the period/year						
- Equity shares (Nos) (Refer note 2)	17,582,856	43,957,140	43,957,140	43,957,140	45,400,783	43,957,140
- Equity shares (Amount Rs. million)	175.83	175.83	175.83	175.83	181.60	175.83
- Redeemable preference shares (Nos)	-	-	1,680,000	1,680,000	1,680,000	1,680,000
- Redeemable preference shares (Amount Rs. million)	-	-	16.80	16.80	16.80	16.80
Add: Additional shares issued during the period/year						
- Bonus Equity shares (Nos) (Refer note 3)	123,079,992	-	-	-	-	1,443,643
- Equity shares (Amount Rs. million)	1,230.80	-	-	-	-	5.77
- Redeemable preference shares	-	-	-	-	-	-
- Redeemable preference shares (Amount Rs. million)	-	-	-	-	-	-
Less: Shares bought back/redeemed during the period/year						
- Equity shares (Nos)	-	-	-	-	1,443,643	-
- Equity shares (Amount Rs. million)	-	-	-	-	5.77	-
- Redeemable preference shares (Nos)	-	-	1,680,000	-	-	-
- Redeemable preference shares (Amount Rs. million)	-	-	16.80	-	-	-
No of shares outstanding at the end of the period/year						
- Equity shares (Nos)	140,662,848	43,957,140	43,957,140	43,957,140	43,957,140	45,400,783
- Equity shares (Amount Rs. million)	1,406.63	175.83	175.83	175.83	175.83	181.60
- Redeemable preference shares (Nos)	-	-	-	1,680,000	1,680,000	1,680,000
- Redeemable preference shares (Amount Rs. million)	-	-	-	16.80	16.80	16.80

(c) Details of shares held by each shareholder holding more than 5% shares:

Name of Shareholder	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Equity shares:						
1 Mr. Naresh Chandra ##						
No of Shares	16,910,000	4,500,100	4,500,100	4,500,100	4,500,100	4,488,850
% of Holding	12.02%	10.24%	10.24%	10.24%	10.24%	9.89%
2 Mrs. Suman Jain #						
No of Shares	16,890,000	5,502,750	5,502,750	5,502,750	5,502,750	5,502,750
% of Holding	12.01%	12.52%	12.52%	12.52%	12.52%	12.12%
3 Mr. Anurang Jain						
No of Shares	59,266,320	26,412,400	26,412,400	26,412,400	26,412,400	26,412,400
% of Holding	42.13%	60.09%	60.09%	60.09%	60.09%	58.18%
4 Standard Chartered private Equity (Mauritius) II Ltd						
No of Shares	-	-	-	-	-	833,039
% of Holding	-	-	-	-	-	1.83%
5 Actis Components & System Investments Ltd						
No of Shares	19,295,968	6,029,990	6,029,990	6,029,990	6,029,990	6,640,594
% of Holding	13.72%	13.72%	13.72%	13.72%	13.72%	14.63%
6 Mr. Anurang Jain *						
No of Shares	28,300,000	-	-	-	-	-
% of Holding	20.12%	-	-	-	-	-
Redeemable Preference shares:						
1 Mr. Naresh Chandra						
No of Shares	-	-	-	320,000	320,000	265,000
% of Holding	-	-	-	19.05%	19.05%	15.77%
2 Mrs. Suman Jain						
No of Shares	-	-	-	1,360,000	1,360,000	1,360,000
% of holding	-	-	-	80.95%	80.95%	80.95%

ANNEXURE V: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED SHARE CAPITAL

Held by Mr. Naresh Chandra in his capacity as the family trustee of Anurang Rhea Trust ("Anurang Rhea Trust"). The Anurang Rhea Trust is a private family trust settled by Mrs. Suman Jain, pursuant to a deed of settlement dated June 15, 2016 (the "Anurang Rhea Trust Deed"). The trustees of the Anurang Rhea Trust are Mr. Naresh Chandra, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rhea Trust Deed, Mr. Naresh Chandra shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

Held by Mrs. Suman Jain in her capacity as the family trustee of NC Trust ("NC Trust"). The NC Trust is a private family trust settled by Mr. Naresh Chandra, pursuant to a deed of settlement dated June 15, 2016 (the "NC Trust Deed"). The trustees of the NC Trust are Mrs. Suman Jain, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the NC Trust Deed, Mrs. Suman Jain shall, as long as she is acting as the family trustee, exclusively exercise voting rights in respect

* Held by Mr. Anurang Jain in his capacity as the family trustee of Anurang Rohan Trust ("Anurang Rohan Trust"). The Anurang Rohan Trust is a private family trust, settled by Mr. Anurang Jain, pursuant to a deed of settlement dated June 11, 2016 as amended by a deed of amendment dated June 23, 2016 (the "Anurang Rohan Trust Deed"). The trustees of the Anurang Rohan Trust are Mr. Anurang Jain and Mrs. Varsha Jain, as the family trustees, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rohan Trust Deed, Mr. Anurang Jain shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity

Notes:

1 The Company has only one class of equity shares. Each holder of equity share is entitled to one vote per share held. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets after deducting all its liabilities in proportion to the number of equity shares held.

2 Change in face value of equity shares - Pursuant to the approval of the members at the Extra ordinary General Meeting of the Company held on May 18, 2016 for consolidation of the Equity Shares of the Company, 2.5 Equity Share of face value of Rs.4 each was consolidated to 1 Equity Share of Rs.10 each, the effective date for the said Consolidation is May 18, 2016. Resulting in 86,500,000 equity shares of Rs. 10 each. Further, the redeemable preference shares capital has been reclassified into 2,000,000 equity shares of Rs. 10 each. Further, the Company has increased the authorised share capital from Rs 885.00 Mn to Rs. 1650 Mn vide shareholders approval dated May 18, 2016.

3 The Company has issued bonus shares (123,079,992 equity shares for consideration other than cash) in the ratio of 7:1 (7 bonus shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on May 17, 2016 and resolution passed by Shareholders at the Extraordinary General Meeting held on May 18, 2016 through capitalisation of the Capital redeemption reserve and Securities premium of Rs. 1230.80 Mn. These equity shares have been allotted on May 29, 2016.

ANNEXURE VI: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED RESERVES AND SURPLUS

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
A. Capital Redemption Reserve						
Opening Balance	23.21	23.21	6.41	6.41	0.64	0.64
Add: Transferred on account of buyback of shares	-	-	16.80	-	5.77	-
Less: Utilised on the account of issue of bonus shares	23.21	-	-	-	-	-
Closing Balance	**-**	**23.21**	**23.21**	**6.41**	**6.41**	**0.64**
B. Capital Subsidy						
Opening Balance	17.50	14.50	11.50	11.50	11.50	11.50
Add: Amount Received during the period/year	-	3.00	3.00	-	-	-
Less: Utilised during the period/year	-	-	-	-	-	-
Closing Balance	**17.50**	**17.50**	**14.50**	**11.50**	**11.50**	**11.50**
C. Securities Premium Account						
Opening Balance	1,367.99	1,367.99	1,367.99	1,367.99	1,786.26	1,786.26
Less: Premium on buyback of shares	-	-	-	-	418.27	-
Less: Utilised on account of issue of bonus shares	1,207.59	-	-			
Closing Balance	**160.40**	**1,367.99**	**1,367.99**	**1,367.99**	**1,367.99**	**1,786.26**
D. General Reserve						
Opening Balance	1,208.89	1,208.89	1,225.69	1,196.22	1,141.43	1,015.23
Add: Acquired under the scheme of amalgamation	-	-	-	67.50	-	-
Add: Transferred from Statement of Profit and Loss	-	-	-	151.40	60.56	126.20
Less: Transferred to Capital redemption reserve	-	-	16.80	-	5.77	-
Less: Excess of book value of investment in HTTS over the face value of Share capital of HTTS (Refer Annexure IV D.16)	-	-	-	189.43	-	-
Closing Balance	**1,208.89**	**1,208.89**	**1,208.89**	**1,225.69**	**1,196.22**	**1,141.43**
E. Surplus in Statement of Profit and Loss						
Opening balance	10,631.19	8,786.84	7,121.67	4,533.17	3,620.88	2,722.86
Add: Restated Profit for the period/year	538.81	2,055.96	1,813.99	1,500.31	1,009.79	1,060.48
Add :Acquired under the scheme of amalgamation	-	-	-	1,268.23	-	-
Add: Dividend received from subsidiary	-	-	-	35.03	-	-
Less: Proposed Dividend on Redeemable Preference Shares	-	-	0.59	1.68	1.51	1.42
Less: Proposed Dividend on Equity Shares	-	52.75	123.08	52.74	35.16	32.97
Less: Interim Dividend	-	123.08	-	-	-	-
Less : Tax on Dividend	-	35.78	25.15	9.25	0.27	1.87
Less: Transfer to General reserve	-	-	-	151.40	60.56	126.20
Closing Balance	**11,170.00**	**10,631.19**	**8,786.84**	**7,121.67**	**4,533.17**	**3,620.88**
Total	**12,556.79**	**13,248.78**	**11,401.43**	**9,733.26**	**7,115.28**	**6,560.71**

ANNEXURE VII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED LONG-TERM BORROWINGS

(Rs. in million)

Particulars	Non-Current portion						Current portion					
	As at June 30, 2016	As at March 31,					As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012		2016	2015	2014	2013	2012
A. Loans from Banks												
Secured Loans												
Term Loan	350.04	435.18	1,335.64	1,334.78	1,413.62	1,611.58	478.12	542.49	930.10	842.27	259.48	1,071.78
Buyers Credit for capital assets	-	-	-	21.60	164.03	464.62	-	-	21.96	239.97	441.85	123.27
Unsecured Loans												
Term Loan	-	-	-	-	-	-	-	-	-	-	-	-
Total Long term loan from Banks	**350.04**	**435.18**	**1,335.64**	**1,356.38**	**1,577.65**	**2,076.20**	**478.12**	**542.49**	**952.06**	**1,082.24**	**701.33**	**1,195.05**
B. Other Loans and Advances												
Secured Loans												
Term Loan against Keyman Insurance Policy	-	-	-	18.40	18.40	18.40	-	-	-	-	-	-
Term Loan from other Financial institution	-	-	-	281.25	393.75	-	-	-	-	112.50	81.25	-
Loan from public limited companies	-	-	-	718.32	-	-	-	-	-	-	-	-
Unsecured Loan												
Deferred sales tax loan	121.70	223.30	335.18	456.62	589.37	682.69	99.20	111.88	121.44	132.76	93.31	63.91
Loan from public limited companies	-	121.69	-	10.79	234.14	457.24	365.03	243.33	50.00	234.56	231.64	304.17
Total Long term loan from others	**121.70**	**344.99**	**335.18**	**1,485.38**	**1,235.66**	**1,158.33**	**464.23**	**355.21**	**171.44**	**479.82**	**406.20**	**368.08**
Grand Total	**471.74**	**780.17**	**1,670.82**	**2,841.76**	**2,813.31**	**3,234.53**	**942.35**	**897.70**	**1,123.50**	**1,562.06**	**1,107.53**	**1,563.13**

Endurance Technologies Limited

Principle terms of Long Terms Loans

A. Principle Terms of Secured Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount	Outstanding as on 30th June 2016 in INR in Million	Current portion	Non-Current portion	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties	Security as per the loan agreement
1	Standard Chartered Bank, Mauritius	ECB Loan	3 month USD LIBOR + 250 basis points (Fully hedged loan)	USD	USD 11.00 Million	134.88	134.88	-	Repayment in 8 equal quarterly instalments commencing from end of 3rd month from the date of 1st disbursement i.e. 31st October, 2014	**Re-Schedulement:** NIL **Pre-payment Clause :** No premium or penalty payable in respect of any prepayment except for Break Costs and applicable regulatory approvals. **Defaults & Penalties :** 1) Default in payment of interest/instalment to the bank for the period of such default @ 2% p.a. over and above the normal rate 2) Default in compliance with any of the terms of any finance documents for the period of such non compliance at 2 % p.a.	Hypothecation by way of first & exclusive charge on Identified specific Movable Fixed Assets.
2	The Bank of Tokyo-Mitsubishi UFJ, Ltd.(BTMU) Singapore	ECB Loan	1 or 3 or 6 months USD LIBOR + 1.75%p.a (Semi fixed and semi variable).	USD	USD 10.50 Million	426.61	209.91	216.70	In 56 equal monthly instalments of USD 187,500 starting from 30th January, 2015 to 31st July, 2018.	**Re-Schedulement:** NIL **Pre-payment Clause :** No premium or penalty payable in respect of any prepayment except for Break Costs and applicable regulatory approvals. **Defaults & Penalties :** 1) Default in payment of interest/instalment to the bank for the period of such default @ 2% p.a. over and above the normal rate 2) Default in compliance with any of the terms of any finance documents for the period of such non compliance @ 2 % p.a.	Hypothecation by way of first & exclusive charge on identified specific movable fixed assets with the cover of at least 1.33 times
3	CITI BANK NA	Foreign currency term loan	USD 1M LIBOR+ 1.89% (fully hedged, all inclusive at 10.30% p.a (Fixed))	USD	USD 8.46 Million (Fully hedged INR 500 Million)	266.67	133.33	133.34	In 15 equal quarterly installment with first installment falling due on 30th Nov 2014	**Re-Schedulement:** NIL **Pre-payment Clause :** With the notice of 30 days @ 2%p.a if the same is paid within a period of one year from the date of last drawl. **Defaults & Penalties :** Default in payment of interest/instalment to the bank for the period of such default @ 4% p.a. over and above the normal rate	First Pari pasu charge on the identified movable fixed assets located at Chakan plants and mortgage with negative lien on the immovable properties situated at Gat No. 416 at Village : Takve Budruk, Taluka : Maval, District : Pune
	Total A : Secured Loan					**828.16**	**478.12**	**350.04**			

B. Principle Terms of Unsecured Long term Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount	Outstanding as on 30th June 2016 in INR in Million	Current portion	Non-Current portion	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties	Security as per the loan agreement
1	Bajaj Finance Ltd	Rupee Term loan	As per negotiated rates, from time to time, with an annual rate reset from the date of disbursement with put/call option. (presently 9.50 % p.a)	INR	INR 486.67 Million (Within overall limit of Rs 600 Million)	365.03	365.03	-	Repayable in in 4 equal semi annual principle installment starting from 2nd January 2016	Re-schedulement:NIL Prepayment : If the loan is prepaid before the reset date prepayment penalty of 0.50% p.a penalty of principle amount Default and penalties: Penal interest @ 2.00P.a on non compliance of any terms of sanction letter.	Unsecured
2	Deferred sales tax loan	Government Incentive	-	INR	INR 902.92 Million	220.90	99.20	121.70	Repayable in annual installment in five years after the expiry of ten year of availment under Package incentive scheme	Prepayment: Option is there to pre pay at Net Present Value (NPV) as per the Package scheme of incentive (PSI) Default/Penalty: Interest as applicable from time to time in case of default in payment	Unsecured
Total B : Unsecured Loan						**585.93**	**464.23**	**121.70**			
Total Long term (A+B)						**1,414.09**	**942.35**	**471.74**			

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE VIII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED SHORT TERM BORROWINGS

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
A.Short term loan from banks						
Secured Loan						
Cash credit/Working Capital Demand Loans/ Buyers Credit/LC accepted	10.54	-	30.77	217.85	1,607.58	1,288.52
Short term loans from banks	340.81	525.26	562.37	362.42	352.65	50.94
Bill Discounted with banks	-	-	-	20.25	-	181.47
Unsecured Loans						
Bill Discounted with banks	-	-	-	-	1,086.05	778.62
Short term loan from bank	482.46	-	-	-	-	179.06
Commercial paper	800.00	-	-	-	-	-
Total short term loans from Bank	**1,633.81**	**525.26**	**593.14**	**600.52**	**3,046.28**	**2,478.61**
B.Loan from Others						
Secured						
Loan from public limited companies	-	-	-	-	240.00	-
Unsecured						
Loan from public limited companies	-	162.50	-	-	200.00	200.00
Total short term loan from others	**-**	**162.50**	**-**	**-**	**440.00**	**200.00**
Grand Total	**1,633.81**	**687.76**	**593.14**	**600.52**	**3,486.28**	**2,678.61**

Endurance Technologies Limited

Principle Terms of Short term Loan

A.Secured Short term Loan

Sr.no	Loan Sanctioning Banks/Particulars	Facility Type/Name of the Bank	Rate of Interest/ Commission %	Currency	Sanction amount Rs in Million	Outstanding as on 30th June 2016 in INR in Million	Current Portion	Repayment terms	Re-Schedulement / Pre-Payment / Defaults & Penalties	Security as per Loan agreement
1	Under Working capital consortium agreement dated 12th Jan 2015 *	Standard Chartered Bank	1. Non Fund Based (LC) : At mutually agreed such Commission as may be agreed upon. 2. Fund Based (PCFC/PCRE): Interest will be agreed Margin +Libor/base rate	INR/FC	Rs. 862.50 million (Fund based : Rs 250.00 Million and Non Fund based : Rs. 612.50 Million)	351.35	351.35	**Tenor for LC :** Maximum upto 270 days **Tenor for PCFC/PCRE:** Maximum upto 180 days Other Facilities: up to one year	**Penalties & Defaults**: Default Rate 2% pea over and above the applicable interest rate	A) First Pari-Passu charge by way of hypothecation on the the current assets namely Stocks of Raw Materials, Stocks in Process, Semi-Finished and Finished Goods, Stores and Spares not relating to Machinery (Consumable Stores and Spares) (both present and future) situated at any other Premises and Godowns of the Company B) 2nd pari-passu charge on the immovable properties and fixed assets as briefed below a. Immovable properties and fixed assets located at Gut no. 416, Takve Budruk, Maval, Pune b. Immovable properties and fixed assets located at Office unit no. 5 and 6, Solitaire, Yerawada, Pune c.) 2nd pari-passu charge on the residual movable assets (both present and future)
			Total A			**351.35**	**351.35**	-		

* Under Working capital consortium agreement dated 12th Jan 2015 of Rs 3750 Million with Corporation Bank (lead Bank), Standard Chartered Bank., Citibank N.A. , IDBI Bank Limited., Bank of India and ICICI Bank Limited. Details contain only for the bank for which fund based limits were outstanding as on 30th June 2016.

B .Unsecured Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount	Outstanding as on 30th June 2016 in INR in Million	Current Portion	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties	Security as per Loan agreement
1	Standard Chartered Bank	1. Non Fund Based (LC) : At mutually agreed such Commission as may be agreed upon. 2. Fund Based (PCFC/PCRE): Interest will be agreed Margin +Libor/base rate	1. Non Fund Based (LC) : At mutually agreed such Commission as may be agreed upon. 2. Fund Based (PCFC/PCRE): Interest will be agreed Margin +Libor/base rate	INR/FC	Rs. 1300.00 million	482.46	482.46	**Tenor for LC :** Maximum upto 270 days **Tenor for PCFC/PCRE:** Maximum upto 180 days Other Facilities: up to one year	**Penalties & Defaults**: Default Rate 2% pea over and above the applicable interest rate	Unsecured Loan
2	HDFC Bank Ltd	Commercial Paper	Interest Rate - 7.75% p.a	INR	INR 500.00 Million	500.00	500.00	90 days, Maturity Date 12th July 2016	NA	Unsecured
3	HDFC Bank Ltd	Commercial Paper	Interest Rate - 7.85% p.a	INR	INR 300.00 Million	300.00	300.00	90 days, Maturity Date 21st July 2016	NA	Unsecured
			Total B			**1,282.46**	**1,282.46**			
			Total A+B			**1,633.81**	**1,633.81**			

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE IX: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED LONG TERM AND SHORT TERM LIABILITIES AND PROVISIONS

(Rs. in million)

Particulars	NON CURRENT PORTION						CURRENT PORTION					
	As at June	As at March 31,					As at June	As at March 31,				
	30, 2016	2016	2015	2014	2013	2012	30, 2016	2016	2015	2014	2013	2012
A. OTHER LIABILITIES												
(a) Retention Money	4.54	4.53	6.62	4.16	10.82	12.54	-	-	-	-	-	-
(b) Security Deposits Received	23.78	23.41	21.82	21.52	11.68	10.00	-	-	-	-	-	-
(c) Current Maturities of Long-Term Debt	-	-	-	-	-	-	942.35	897.70	1,123.50	1,562.06	1,107.53	1,563.13
(d) Interest Accrued and due on Term Loans	-	-	-	-	-	-	-	-	-	-	0.68	2.99
(e) Interest Accrued but not due on Borrowings	-	-	-	-	-	-	12.06	15.00	12.88	26.33	42.14	51.61
(f) Income received in advance	-	-	-	-	-	-	2.32	2.89	2.65	2.11	1.94	3.65
(g) Other Payables												
(i) Statutory remittances (Contributions to PF and ESIC, VAT, Service Tax, TDS etc.)	-	-	-	-	-	-	238.61	174.21	158.39	167.43	141.75	155.81
(ii) Payables on Purchase of fixed assets	-	-	-	-	-	-	143.26	184.62	142.30	170.49	180.17	276.58
(iii) Advances received from Customers	-	-	-	-	-	-	239.58	209.92	45.79	112.26	136.39	37.90
Total - A	**28.32**	**27.94**	**28.44**	**25.68**	**22.50**	**22.54**	**1,578.18**	**1,484.34**	**1,485.51**	**2,040.68**	**1,610.60**	**2,091.67**
B. PROVISIONS												
(a) Provision for employee benefits: (Refer Note 2 of annexure IV-D)												
(i) Provision for Employee Benefits - Gratuity	158.61	135.92	162.54	114.09	113.28	54.74	36.69	35.34	24.88	18.03	12.56	35.78
(ii) Provision for Employee Benefits - Compensated Absences	79.70	71.57	67.87	46.20	47.00	47.59	19.67	15.96	12.66	9.70	8.15	0.00
(b) Provision for others:												
(i) Provision for Income Tax	-	-	-	-	-	-	123.54	8.34	37.17	13.72	15.35	3.13
(ii) Provision Wealth Tax	-	-	-	-	-	-	-	-	0.59	0.36	0.22	0.26
(iii) Provision for Dividend on Redeemable Preference Shares	-	-	-	-	-	-	-	-	-	1.68	1.51	1.42
(iv) Provision for Dividend on Equity Shares	-	-	-	-	-	-	52.75	52.75	123.08	52.74	35.16	32.97
(v) Tax on Proposed Dividend	-	-	-	-	-	-	10.74	10.74	25.06	9.25	0.27	1.87
(vi) Provision for estimated loss on derivatives	-	-	-	-	-	-	1.72	5.15	3.79	6.96	-	-
(vii) Provision - Warranty	19.58	18.99	17.13	10.50	7.63	5.91	37.86	36.76	28.70	20.15	14.13	10.61
Total - B	**257.89**	**226.48**	**247.54**	**170.79**	**167.91**	**108.24**	**282.97**	**165.04**	**255.93**	**132.59**	**87.35**	**86.04**
Grand Total	**286.21**	**254.42**	**275.98**	**196.47**	**190.41**	**130.78**	**1,861.15**	**1,649.38**	**1,741.44**	**2,173.27**	**1,697.95**	**2,177.71**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE X: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED FIXED ASSETS

(Rs. in million)

Particulars	Tangible										Intangible		
	Leasehold land Refer Note (ii)	Freehold land Refer note (vii)	Buildings Refer Note (i), (iv) & (vi)	Plant & Equipment's	Furniture & Fixture	Vehicle	Computers	Electrical fittings	Office Equipment's	Total	Technical know-how	Software	Total
Gross Block (at cost)													
As at April 1, 2011	1,547.70	561.28	1,991.91	9,268.45	121.43	44.04	119.28	60.53	76.00	**13,790.62**	215.35	**175.14**	**390.49**
Additions	-	-	5.08	1,329.35	9.35	5.92	11.74	2.21	6.56	**1,370.21**	-	22.59	**22.59**
Disposals	-	8.32	-	428.67	0.07	2.47	3.44	0.03	0.96	**443.96**	-	-	-
As at April 1, 2012	**1,547.70**	**552.96**	**1,996.99**	**10,169.13**	**130.71**	**47.49**	**127.58**	**62.71**	**81.60**	**14,716.87**	**215.35**	**197.73**	**413.08**
Additions	29.48	-	103.55	1,314.90	6.27	5.77	37.00	5.39	8.93	**1,511.29**	27.17	25.30	**52.47**
Disposals	-	-	-	260.02	0.01	2.33	4.26	-	1.52	**268.14**	-	-	-
As at March 31, 2013	**1,577.18**	**552.96**	**2,100.54**	**11,224.01**	**136.97**	**50.93**	**160.32**	**68.10**	**89.01**	**15,960.02**	**242.52**	**223.03**	**465.55**
Additions	120.78	131.26	23.78	1,409.70	5.26	21.82	8.82	3.48	11.17	**1,736.07**	21.96	20.34	**42.30**
Disposals	-	-	-	644.02	0.41	6.26	4.30	-	0.50	**655.49**	-	-	-
Adjustment / Reclassification	39.09	-	217.46	607.52	17.40	2.35	7.90	-	13.76	**905.48**	-	12.89	**12.89**
As at March 31, 2014	**1,737.05**	**684.22**	**2,341.78**	**12,597.21**	**159.22**	**68.84**	**172.74**	**71.58**	**113.44**	**17,946.08**	**264.48**	**256.26**	**520.74**
Additions	-	55.64	53.83	1,095.87	4.46	36.07	36.51	2.16	19.31	**1,303.85**	-	22.27	**22.27**
Disposals	112.90	-	232.55	435.18	13.05	6.78	18.35	12.80	8.54	**840.15**	-	4.63	**4.63**
Adjustment / Reclassification	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2015	**1,624.15**	**739.86**	**2,163.06**	**13,257.90**	**150.63**	**98.13**	**190.90**	**60.94**	**124.21**	**18,409.78**	**264.48**	**273.90**	**538.38**
Additions	22.90	46.63	215.87	1,767.81	20.85	24.58	30.85	16.15	21.97	**2,167.61**	9.50	33.18	**42.68**
Disposals	-	313.43	35.59	522.14	1.70	4.61	9.40	0.38	5.60	**892.85**	-	-	-
As at March 31, 2016	**1,647.05**	**473.06**	**2,343.34**	**14,503.57**	**169.78**	**118.10**	**212.35**	**76.71**	**140.58**	**19,684.54**	**273.98**	**307.08**	**581.06**
Additions	-	-	191.84	352.40	3.03	0.77	6.65	1.69	2.59	**558.97**		6.43	**6.43**
Disposals	-	-	-	116.15	-	0.25	2.21	-	0.12	**118.73**			-
As at June 30, 2016	**1,647.05**	**473.06**	**2,535.18**	**14,739.82**	**172.81**	**118.62**	**216.79**	**78.40**	**143.05**	**20,124.78**	**273.98**	**313.51**	**587.49**
Accumulated Depreciation													
As at April 1, 2011	46.87	-	268.95	4,490.34	42.08	15.07	82.97	21.61	31.09	**4,998.98**	156.04	140.67	**296.71**
Charge for the year	17.79	-	63.68	1,235.90	7.76	4.18	14.52	4.00	8.01	**1,355.84**	20.52	33.84	**54.36**
Disposals	-	-	-	375.81	0.04	1.84	3.38	0.02	0.33	**381.42**	-	-	-
Adjustment / Reclassification	-	-	-	0.17	0.15	-	0.46	0.07	1.17	**2.02**	-	-	-
As at April 1, 2012	**64.66**	-	**332.63**	**5,350.60**	**49.95**	**17.41**	**94.57**	**25.66**	**39.94**	**5,975.42**	**176.56**	**174.51**	**351.07**
Charge for the year	17.84	-	65.02	1,258.19	8.04	4.60	14.36	4.48	10.68	**1,383.21**	11.41	21.43	**32.84**
Disposals	-	-	-	228.78	-	1.56	3.90	-	0.82	**235.06**	-	-	-
Adjustment / Reclassification	-	-	-	0.24	0.12	-	0.10	0.17	2.57	**3.20**			
As at March 31, 2013	**82.50**	-	**397.65**	**6,380.25**	**58.11**	**20.45**	**105.13**	**30.31**	**52.37**	**7,126.77**	**187.97**	**195.94**	**383.91**
Charge for the year	18.67	-	72.95	1,426.03	12.15	12.85	17.60	7.06	7.89	**1,575.20**	15.65	26.79	**42.44**
Disposals	-	-	-	557.98	0.39	4.46	4.24	-	0.32	**567.39**	-	-	-
Adjustment / Reclassification	2.34	-	31.43	309.81	8.04	1.54	6.98	1.39	3.20	**364.73**	-	10.87	**10.87**
As at March 31, 2014	**103.51**	-	**502.03**	**7,558.11**	**77.91**	**30.38**	**125.47**	**38.76**	**63.14**	**8,499.31**	**203.62**	**233.60**	**437.22**
Charge for the year	18.66	-	65.94	1,360.75	19.05	10.71	30.58	**9.09**	18.52	**1,533.30**	15.09	22.56	**37.65**
Disposals	7.13	-	43.10	386.37	5.68	6.65	18.31	4.28	5.12	**476.64**	-	4.63	**4.63**
Adjustment / Reclassification	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2015	**115.04**	-	**524.87**	**8,532.49**	**91.28**	**34.44**	**137.74**	**43.57**	**76.54**	**9,555.97**	**218.71**	**251.53**	**470.24**
Charge for the year	29.75	-	68.50	1,279.77	15.66	15.10	28.83	5.14	19.49	**1,462.24**	17.13	25.38	**42.51**
Disposals	-	-	5.49	474.88	1.40	1.99	9.39	0.11	5.57	**498.83**	-	-	-
As at March 31, 2016	**144.79**	-	**587.88**	**9,337.38**	**105.54**	**47.55**	**157.18**	**48.60**	**90.46**	**10,519.38**	**235.84**	**276.91**	**512.75**
Charge for the year	4.65	-	19.17	350.88	3.77	4.30	5.56	1.34	4.52	**394.19**	4.33	4.80	**9.13**
Disposals	-	-	-	112.18	-	0.25	2.21	-	0.12	**114.76**	-	-	-
As at June 30, 2016	**149.44**	-	**607.05**	**9,576.08**	**109.31**	**51.60**	**160.53**	**49.94**	**94.86**	**10,798.81**	**240.17**	**281.71**	**521.88**

ANNEXURE X: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED FIXED ASSETS

(Rs. in million)

Particulars	Tangible										Intangible		
	Leasehold land Refer Note (ii)	Freehold land Refer note (vii)	Buildings Refer Note (i), (iv) & (vi)	Plant & Equipment's	Furniture & Fixture	Vehicle	Computers	Electrical fittings	Office Equipment's	Total	Technical know-how	Software	Total
Net Block													
As at March 31, 2012	**1,483.04**	**552.96**	**1,664.36**	**4,818.53**	**80.76**	**30.08**	**33.01**	**37.05**	**41.66**	**8,741.45**	**38.79**	**23.22**	**62.01**
As at March 31, 2013	**1,494.68**	**552.96**	**1,702.89**	**4,843.76**	**78.86**	**30.48**	**55.19**	**37.79**	**36.64**	**8,833.25**	**54.55**	**27.09**	**81.64**
As at March 31, 2014	**1,633.54**	**684.22**	**1,839.75**	**5,039.10**	**81.31**	**38.46**	**47.27**	**32.82**	**50.30**	**9,446.77**	**60.86**	**22.66**	**83.52**
As at March 31, 2015	**1,509.11**	**739.86**	**1,638.19**	**4,725.41**	**59.35**	**63.69**	**53.16**	**17.37**	**47.67**	**8,853.81**	**45.77**	**22.37**	**68.14**
As at March 31, 2016	**1,502.26**	**473.06**	**1,755.46**	**5,166.19**	**64.24**	**70.55**	**55.17**	**28.11**	**50.12**	**9,165.16**	**38.14**	**30.17**	**68.31**
As at June 30, 2016	**1,497.61**	**473.06**	**1,928.13**	**5,163.74**	**63.50**	**67.02**	**56.26**	**28.46**	**48.19**	**9,325.97**	**33.81**	**31.80**	**65.61**

Notes:

i) Building includes premises on joint ownership basis in a Co-operative Society Rs. 3.25 Mn including cost of shares therein Rs.63/-.

ii) During the year ended March 31, 2012, deduction from freehold land pertains to rebate received from Haryana State Industrial and Infrastructure Development Corporation Ltd of 20% of land cost as per the land acquisition agreement.

iii) Depreciation /amortisation for the period/year includes the following amounts on account of additional depreciation due to the revaluation of fixed assets done in the financial year 2008-09 which has been charged to Profit & Loss Account.

(Rs. in million)

Particulars	For the three months ended June 30, 2016	As at March 31,				
	2016	2016	2015	2014	2013	2012
Additional depreciation on account of revaluation of fixed assets	14.94	71.21	82.14	93.48	99.61	103.77

iv) Includes Buildings, Electrical Fittings and Furniture and Fixtures having Gross Block of Rs 17.92 Million, Rs 1.84 Million and Rs 1.60 Million and Net block as mentioned below for respective period/year, ownership of which does not vest in the company.

(Rs. in million)

Block	For the three months ended June 30, 2016	As at March 31,				
	2016	2016	2015	2014	2013	2012
Building	15.44	15.51	15.80	16.08	16.68	17.27
Electrical fittings	0.84	0.89	1.08	1.26	1.44	1.62
Furniture and Fixtures	0.74	0.78	0.94	1.10	1.26	1.42

v) Depreciation for the period/year of respective period/year includes provision for diminution in value of fixed assets as below

(Rs. in million)

Particulars	For the three months ended June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Additional depreciation on account of diminution in value of fixed assets	-	11.12	-	19.14	-	-

vi) Gross block includes assets given on lease in the years mentioned below, details of the same are as under:-

(Rs. in million)

Assets	As at March 31, 2014			As at March 31, 2013			As at March 31, 2012		
	Gross Block	Depreciation for the year	Cumulative Depreciation	Gross Block	Depreciation for the year	Cumulative Depreciation	Gross Block	Depreciation for the year	Cumulative Depreciation
Leasehold land	112.90	1.23	7.03	112.90	1.23	5.80	112.90	1.23	4.57
Buildings	232.55	7.54	42.51	232.55	6.53	34.96	171.63	5.51	28.44
Computer	1.40	0.14	0.15	1.40	-	6.72	8.18	1.18	6.82
Plant & equipment	6.45	0.27	6.43	7.02	0.97	-	2.78	0.21	2.01
Furniture & fixtures	12.80	0.81	4.20	12.80	0.65	4.65	10.91	0.66	3.92
Office equipment	12.85	0.79	5.43	12.85	0.73	2.83	6.06	0.34	2.48
Electrical fittings	6.43	0.36	3.19	6.43	0.35	3.39	7.78	0.49	2.74
Software	4.63	-	4.63	4.63	-	4.63	-	-	-
Total	**390.01**	**11.14**	**73.57**	**390.58**	**10.46**	**62.98**	**320.24**	**9.62**	**50.98**

The aforesaid leased assets were given on sub-lease to Magneti Marelli Shock Absorbers (I) Pvt. Ltd. (MM) (Earlier known as Endurance Magneti Marelli Shock Absorbers (I) Pvt. Ltd (EMM), Erstwhile joint venture with Magneti Marelli SpA). The original lease period was 10 years. As per the agreement dated 10th October, 2012 for disinvestment, the Company will sell these assets within a period of one year. Hence these assets are considered as held for sale.

vii) Freehold land procured from Karnataka Industrial Development Board (KIADB) on lease-cum-sale agreement. As per the terms of agreement, land will be transferred in the name of the Company after the expiry of ten years.

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XI: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED NON-CURRENT INVESTMENTS

(Rs. in million)

Particulars	As at June 30, 2016		As at March 31,									
			2016		2015		2014		2013		2012	
	Number of Units	Rs. in Million	Number of Units	Rs. in Million	Number of Units	Rs. in Million	Number of Units	Rs. in Million	Number of Units	Rs. in Million	Number of Units	Rs. in Million
A. Trade Investments (At Cost)												
a) Investment in Equity instrument (Unquoted) -												
i) Investment in Equity Shares - Subsidiary Companies:												
a) Fully Paid Equity Shares												
High Technology Transmission Systems (India) Pvt Ltd [Equity Shares of Rs 10 each]	-	-	-	-	-	-	-	-	15,234,579	327.99	15,234,579	327.99
Amann Druckguss GmbH (Earlier known as Endurance Holding GmbH)	-	1,930.74	-	1,930.74	-	1,930.74	-	1,930.74	-	1,930.74	-	1,930.74
Endurance Overseas srl	-	1,705.79	-	1,705.79	-	1,705.79	-	1,705.79	-	1,705.79	-	1,328.17
		3,636.53		3,636.53		3,636.53		3,636.53		3,964.52		3,586.90
ii) Investment in Joint Venture:												
a) Fully Paid Equity Shares												
Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	-	-	-	-	-	31,949,999	319.50
Less: Provision for diminution in value of investment	-	-	-	-	-	-	-	-	-	-	-	(223.75)
	-	-	-	-	-	-	-	-	-	-	-	95.75
iii) Investment in others:												
Deogiri Nagari Sahakari Bank Ltd. [Equity Shares of Rs. 4 each]	-	-	-	-	-	-	10,000	0.10	10,000	0.10	10,000	0.10
Saraswat Co-op Bank Ltd. [Equity Shares of Rs. 10 each]	-	-	-	-	3,500	0.03	3,500	0.03	3,500	0.03	3,500	0.03
Shares - Marathwada Auto Cluster [Equity Shares of Rs. 100 each]	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00	3,000	3.00
		10.00		10.00	-	10.03	-	10.13	-	10.13	-	3.13
B) Non-trade investment												
i) Investment in equity instruments (quoted)												
Indian Overseas Bank [Equity Shares of Rs 10 each]	2,300	0.06	2,300	0.06	2,300	0.06	2,300	0.06	2,300	0.06	2,300	0.06
National Savings Certificates (Lodged with Government Authorities)	-	0.09	-	0.09	-	0.11	-	0.09	-	0.09	-	0.09
		0.15		0.15		0.17		0.15		0.15		0.15
Grand Total (A+B)		**3,646.68**		**3,646.68**		**3,646.73**		**3,646.81**		**3,974.80**		**3,685.93**
Aggregate value of quoted investment		0.06		0.06		0.06		0.06		0.06		0.06
Aggregate market value of quoted investment		0.06		0.07		0.10		0.12		0.15		0.22
Aggregate value of unquoted investment		3,646.62		3,646.62		3,646.67		3,646.75		3,974.74		3,685.87

ANNEXURE XII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED CURRENT INVESTMENTS

(Rs. in million)

Particulars	As at June 30, 2016		As at March 31,									
			2016		2015		2014		2013		2012	
	Number of Units	Rs. in Million	Number of Units	Rs. in Million	Number of Units	Rs. in Million	Number of Units	Rs. in Million	Number of Units	Rs. in Million	Number of Units	Rs. in Million
Investments in Units of Mutual Funds - Unquoted												
(i) ICICI Prudential Fund-Flexible Income Plan- Direct Growth	446,974.67	120.84	446,974.67	120.84	-	-	-	-	-	-	-	-
(ii) ICICI Prudential Liquid Plan-Direct Growth	-	-	525,496.16	115.00	-	-	-	-	-	-	-	-
(iii) Birla Sun Life Cash Plus-Growth-Direct Plan	676,041.92	160.48	926,777.82	220.00	-	-	-	-	-	-	-	-
Total		**281.32**		**455.84**		**-**		**-**		**-**		**-**

ANNEXURE XIII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED INVENTORIES

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
(a) Raw Materials & Components	591.20	426.67	538.32	414.34	309.45	356.30
Goods in Transit	247.22	124.24	230.53	74.42	99.54	19.96
	838.42	**550.91**	**768.85**	**488.76**	**408.99**	**376.26**
(b) Work in Process	540.51	495.34	394.01	328.29	327.48	311.16
(c) Finished Goods	261.68	223.61	173.21	123.31	85.98	63.45
Goods in Transit	521.94	420.81	417.44	273.30	144.66	132.38
	783.62	**644.42**	**590.65**	**396.61**	**230.64**	**195.83**
(d) Stock-in-trade (acquired for trading)	18.35	14.84	7.93	6.00	33.22	27.37
(e) Stores, Spares and Packing Material	222.88	204.57	165.73	183.36	159.57	159.85
(f) Loose tools and instruments	47.12	43.00	53.88	71.48	73.55	89.69
Grand Total	**2450.90**	**1953.08**	**1981.05**	**1474.50**	**1233.45**	**1160.16**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XIV: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED LONG TERM AND SHORT TERM LOANS AND ADVANCES

(Rs. in million)

Particulars	Non-Current portion						Current portion					
	As at June 30, 2016	As at March 31,					As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012		2016	2015	2014	2013	2012
Unsecured, Considered Good, unless otherwise												
(a) Capital Advances	169.58	88.21	180.32	64.49	190.90	87.95	-	-	-	-	-	-
(b) Security Deposits	49.07	43.76	38.18	33.04	25.09	21.94	-	-	-	-	-	-
(c) Loans and Advances to Related Parties (Refer note (i) below)												
- Loans to Subsidiaries	-	-	-	-	-	238.86	-	-	-	-	-	-
(d) Prepaid Expenses	5.26	6.78	3.98	2.78	4.67	1.11	32.88	39.54	34.90	30.53	47.06	49.43
(e) Taxes paid in advance less provision (Current tax & Fringe Benefit Tax)	10.97	10.97	118.24	84.15	69.64	92.53	-	-	-	-	-	-
(f) Sales tax/ VAT Receivable	11.33	11.14	16.60	17.33	17.30	19.30	-	-	-	-	-	-
(g) Deposits paid under protest - other	100.00	100.00	-	-	-	-	-	-	-	-	-	-
(h) Loans and Advances to Employees	-	-	-	-	-	-	19.86	17.23	14.56	13.50	11.05	9.45
(i) Balance with Central Excise, Customs, Port Trust etc.	-	-	-	-	-	-	104.57	86.35	58.51	38.49	50.85	54.66
(j) Other loans & advances	-	-	-	-	-	-	174.66	269.37	242.28	214.62	204.54	195.43
Grand Total	**346.21**	**260.86**	**357.32**	**201.79**	**307.60**	**461.69**	**331.97**	**412.49**	**350.25**	**297.14**	**313.50**	**308.97**

Note:

i) Of these, loans and advances given to promoters / group companies /subsidiaries / joint ventures and associate companies and other related parties is as below :

(Rs. in million)

Particulars	Non-Current portion						Current portion					
	As at June 30,	As at March 31,					As at June 30,	As at March 31,				
	2016	2016	2015	2014	2013	2012	2016	2016	2015	2014	2013	2012
Subsidiaries	-	-	-	-	-	238.86	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**238.86**	**-**	**-**	**-**	**-**	**-**	**-**

ANNEXURE XV: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED TRADE RECEIVABLES

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
i) Trade receivable outstanding for a period exceeding six months from the date they were due for payment						
Unsecured, considered good	38.98	29.54	61.45	105.31	92.91	144.54
	38.98	**29.54**	**61.45**	**105.31**	**92.91**	**144.54**
ii) Other trade receivable						
Unsecured, considered good	4,447.45	3,135.53	2,837.75	3,504.27	3,307.98	3,189.89
	4,447.45	**3,135.53**	**2,837.75**	**3,504.27**	**3,307.98**	**3,189.89**
Grand Total #	**4,486.43**	**3,165.07**	**2,899.20**	**3,609.58**	**3,400.89**	**3,334.43**

Of the above, Trade Receivables from persons / entities related to the directors or promoters or the issuer is as below:

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
Related to Issuer -						
- Subsidiary and Joint Ventures	-	-	-	-	31.09	123.77

ANNEXURE XVI: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED CASH AND BANK BALANCES

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
A. Cash and Cash equivalents						
(a) Cash in Hand	1.40	1.27	1.69	1.69	2.40	2.38
(b) Cheques on Hand	-	0.40	1.38	3.37	26.19	11.52
(c) Balance with Scheduled Banks:						
i) In current accounts	33.05	55.46	22.11	86.86	228.03	208.71
ii) In EEFC accounts	-	-	-	24.36	20.09	58.49
iii) In deposit accounts (original maturity of three months or less)	-	-	-	-	-	425.00
Total cash and cash equivalents	**34.45**	**57.13**	**25.18**	**116.28**	**276.71**	**706.10**
B. Other bank balances						
a) In earmarked accounts						
i) Balance held as margin money against borrowings	18.65	18.65	36.39	154.26	195.76	138.43
Grand Total (A+B)	**53.10**	**75.78**	**61.57**	**270.54**	**472.47**	**844.53**

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ANNEXURE XVII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED OTHER NON CURRENT ASSETS AND OTHER CURRENT ASSETS

(Rs. in million)

Particulars	Non Current portion						Current portion					
	As at June 30, 2016	As at March 31,					As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012		2016	2015	2014	2013	2012
(a) Deposits with Bank (under lien)	-	-	9.50	1.20	5.94	33.49	-	-	-	-	-	-
(b) Unamortised premium on forward/option contracts	4.07	6.40	21.22	44.73	25.42	-	12.66	14.82	23.88	38.24	45.04	46.87
(c) Interest accrued on deposit	-	-	-	-	-	-	2.15	1.20	6.41	10.82	11.50	11.62
(d) Receivable for sale of fixed assets	-	-	-	-	-	-	2.04	10.26	4.37	11.57	16.34	37.42
(e) Credit receivable for wind power generation, job work receivable and other receivables	-	-	-	-	7.69	46.13	84.66	26.13	29.25	34.33	45.62	36.78
(f) Government incentive receivable	-	-	-	-	-	-	-	80.56	119.37	30.88	33.36	-
(g) Unamortised discount on commercial papers	-	-	-	-	-	-	2.58	-	-	-	-	-
Grand Total	**4.07**	**6.40**	**30.72**	**45.93**	**39.05**	**79.62**	**104.09**	**132.97**	**183.28**	**125.84**	**151.86**	**132.69**

ANNEXURE XVIII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED REVENUE FROM OPERATIONS

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Revenue from operations						
(a) Sale of Products	10,472.43	39,827.34	37,568.35	33,610.79	29,110.00	29,290.82
(b) Sale of Services - job work receipts	10.19	46.39	120.07	78.15	123.16	153.96
(c) Other Operating Revenues						
Wind Power Generation - Sales	2.88	8.93	7.24	10.44	14.29	16.66
Export Incentives	10.23	36.06	53.57	49.80	17.08	16.48
Scrap Sales	151.64	692.82	652.36	567.91	534.63	528.96
Total	**10,647.37**	**40,611.54**	**38,401.59**	**34,317.09**	**29,799.16**	**30,006.88**
Less : Excise Duty	982.21	3,872.45	3,301.99	3,097.81	2,612.41	2,304.89
Grand Total	**9,665.16**	**36,739.09**	**35,099.60**	**31,219.28**	**27,186.75**	**27,701.99**

ANNEXURE XIX: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED OTHER INCOME

(Rs. in million)

Particulars	Nature of Income	For the three months ended June 30, 2016	For the year ended March 31,				
			2016	2015	2014	2013	2012
(a) Interest Income							
i) From bank on fixed deposits	Recurring	0.38	2.45	6.44	68.10	25.34	34.19
ii) Income tax refund	Non - Recurring	-	17.46	0.50	-	-	1.45
iii) Others	Recurring	1.46	3.25	3.44	0.43	4.97	1.02
iv) From long term loan to subsidiaries	Non - Recurring	-	-	-	-	-	12.28
v) Overdue trade receivable	Non - Recurring	-	-	-	-	-	0.51
(b) Dividend Income - from subsidiaries	Recurring	-	-	-	-	22.85	21.93
(c) Dividend Income from long term investments	Recurring	-	0.01	0.01	0.01	0.02	0.02
(d) Other Non-operating Income							
i) Cash Discount Received	Recurring	8.74	40.61	47.55	37.48	19.10	28.77
ii) Profit on Sale of Fixed Assets (Net)	Non - Recurring	3.35	-	81.67	19.37	13.62	17.32
iii) Foreign Exchange Fluctuation Gain (Net)	Recurring	8.03	26.85	-	-	-	-
iv) Incentive received	Recurring	-	93.94	119.37	30.88	48.02	-
v) Miscellaneous Income	Recurring	18.10	35.19	41.51	75.08	56.98	35.88
Total		**40.06**	**219.76**	**300.49**	**231.35**	**190.90**	**153.37**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XX: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED COST OF MATERIALS CONSUMED

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
(a) Raw material and components consumed						
Opening stock	426.67	538.32	414.34	309.45	356.30	370.76
Add: Stock taken over on amalgamation	-	-	-	46.53	-	-
Add: Purchases	6,516.64	23,907.48	23,344.37	20,455.67	17,859.36	17,848.84
Less: Closing stock	(591.20)	(426.67)	(538.32)	(414.34)	(309.45)	(356.30)
Material consumed	**6,352.11**	**24,019.13**	**23,220.39**	**20,397.31**	**17,906.21**	**17,863.30**
(b) Cost of material capitalised	(14.70)	(94.17)	(121.26)	(94.99)	(150.51)	(159.23)
Total	**6,337.41**	**23,924.96**	**23,099.13**	**20,302.32**	**17,755.70**	**17,704.07**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXI: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED PURCHASES OF STOCK-IN-TRADE (TRADED GOODS

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Components and spares	24.87	78.64	63.05	42.63	162.37	140.14
Total	**24.87**	**78.64**	**63.05**	**42.63**	**162.37**	**140.14**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK -IN-TRADE

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Inventories at the beginning of the period/year:						
Finished goods	644.42	590.65	396.61	230.64	195.83	237.44
Work-in-progress	495.34	394.01	328.29	327.48	311.16	378.17
Stock-in-trade	14.84	7.93	6.00	33.22	27.37	50.92
Add: Finished goods stock of amalgamated company	-	-	-	8.38	-	-
Add: Work in process stock of amalgamated company	-	-	-	18.15	-	-
Inventories at the end of the period/year:						
Finished goods	(783.62)	(644.42)	(590.65)	(396.61)	(230.64)	(195.83)
Work-in-progress	(540.51)	(495.34)	(394.01)	(328.29)	(327.48)	(311.16)
Stock-in-trade	(18.35)	(14.84)	(7.93)	(6.00)	(33.22)	(27.37)
Total	**(187.88)**	**(162.01)**	**(261.69)**	**(113.03)**	**(56.98)**	**132.17**

ANNEXURE XXIII: SUMMARY STATEMENT OF RESTATED UNCONSOLIDATED FINANCE COSTS

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
(a) Interest Expense on						
(i) Fixed Period Term Loans	21.93	134.12	246.08	318.35	365.84	432.04
(ii) Others						
- Interest on delayed / deferred payment of income tax	-	4.44	-	4.55	-	-
- Others	13.88	63.08	95.77	205.81	319.87	278.61
(b) Other Borrowing Costs						
- Bank Charges	1.97	5.34	15.33	39.07	80.55	62.41
- Discounting charges on commercial paper	12.49	51.75	-	-	-	-
(c) Net loss on foreign currency transactions and translation (considered as finance cost)	16.33	66.74	53.08	156.81	74.87	92.06
Total	**66.60**	**325.47**	**410.26**	**724.59**	**841.13**	**865.12**

ANNEXURE XXIV: SUMMARY STATEMENT OF DIVIDEND PAID / PROPOSED ON EQUITY SHARES AND PREFERENCE SHARES

1. Statement of dividend paid / proposed on Equity Shares

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Equity Shares						
Equity Shares (nos)	140,662,848	43,957,140	43,957,140	43,957,140	43,957,140	45,400,783
Face Value	10	4	4	4	4	4
Amount (Rs. in million)*	1,406.63	175.83	175.83	175.83	175.83	181.60
Final Dividend						
Rate of Dividend (%)*	-	3.75%	70.00%	30.00%	20.00%	18.75%
Dividend per Share (Rs.)*	-	0.38	2.80	1.20	0.80	0.75
Amount of Dividend (Rs. in million)	-	52.75	123.08	52.74	35.16	32.97
Corporate Dividend Tax (Rs. in million) (Restated)	-	10.73	25.05	8.97	0.02	1.64
Interim Dividend						
Rate of Dividend (%)	-	70%	-	-	-	-
Dividend per Share (Rs.)	-	2.80	-	-	-	-
Amount of Dividend (Rs. in million)	-	123.08	-	-	-	-
Corporate Dividend Tax (Rs. in million)	-	25.05	-	-	-	-

*** Refer notes to Annexure V.**

2. Statement of dividend paid / proposed on Preference Shares

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Preference Shares - Numbers Rs. 10 each	-	-	1,680,000	1,680,000	1,680,000	1,680,000
Amount (Rs. In Million)	-	-	16.80	16.80	16.80	16.80
Rate of Dividend (%) #	-	-	10.00%	10.00%	9.00%	8.50%
Dividend per Share (Rs.)	-	-	0.35	1.00	0.90	0.85
Amount of Dividend (Rs. in million)	-	-	0.59	1.68	1.51	1.42
Corporate Dividend Tax (Rs. in million)	-	-	0.10	0.28	0.25	0.23

On August 07, 2014, preference shares were redeemed and dividend was paid proportionately

ANNEXURE XXV: SUMMARY STATEMENT OF ACCOUNTING RATIOS

	Particulars	For the three months ended June 30, 2016	For the year ended March 31, 2016	2015	2014	2013	2012
A.	Restated profit for the period/year	538.81	2,055.96	1,813.99	1,500.31	1,009.79	1,060.48
B.	Less: Dividend and tax thereon on preference shares	-	-	0.69	1.96	1.76	1.65
C.	Net Profit as restated attributable to equity shareholders - (Rs. in million)	538.81	2,055.96	1,813.30	1,498.35	1,008.03	1,058.83
D.	Net Worth - (Rs. in million)	13,963.42	13,424.61	11,577.26	9,925.89	7,307.90	6,759.11
E.	Preference share capital (Rs. in million)	-	-	-	16.80	16.80	16.80
F.	Total number of shares outstanding at the end of the period/year (without giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016 respectively for the year ended 2016, 2015, 2014, 2013 and 2012) (in numbers) (Refer notes to Annexure V)	-	43,957,140	43,957,140	43,957,140	43,957,140	45,400,783
G.	Weighted average number of equity shares outstanding during the period/year (after giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016 respectively) - (in numbers)	140,662,848	140,662,848	140,662,848	140,662,848	140,807,715	140,842,888
H.	Total number of shares outstanding at the end of the period/year (after giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016 respectively for the year ended 2016, 2015, 2014, 2013 and 2012) - (in numbers)	140,662,848	140,662,848	140,662,848	140,662,848	140,662,848	141,240,305
I.	Basic earnings per share (In Rs.) (C/G)*	3.83	14.62	12.89	10.65	7.16	7.52
J.	Return on net worth (In %) (A/D)	3.86%	15.31%	15.67%	15.12%	13.82%	15.69%
K.	Net asset value (without giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016 respectively for the year ended 2016, 2015, 2014, 2013 and 2012) (In Rs.) (D-E/F)	-	305.40	263.38	225.43	165.87	148.51
L.	Net asset value (after giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016 respectively) (In Rs.) (D-E/H)	99.27	95.44	82.31	70.45	51.83	47.74

* EPS for the three months ended June 30, 2016 is not annualised

Notes:

1 Diluted earnings per share (EPS) is the same as the Basic EPS.

2 Net Profit / (Loss) after tax denotes Net Profit / (Loss) after tax, as restated, as disclosed in the Annexure II.

3 The ratios have been computed as below:

I) **Earnings per share (Rs.)**

$$\frac{\text{Net profit attributable to equity shareholders}}{\text{Weighted average number of equity shares (including Bonus Shares) outstanding during the period/year}}$$

ii) **Return on net worth (%)**

$$\frac{\text{Net profit / (loss) after tax}}{\text{Net worth excluding revaluation reserve at the end of the period/year}}$$

iii) **Net asset value per equity share (Rs.)**

$$\frac{\text{Net worth excluding revaluation reserve and preference share capital at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the period/year}}$$

4 Net profit, as restated as appearing in the Statement of profits and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Unconsolidated restated financial statements of the Company.

5 Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share".
The Company has issued bonus shares (123,079,992 equity shares for consideration other than cash) in the ratio of 7:1 (7 bonus shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on May 17, 2016 and resolution passed by Shareholders at the Extraordinary General Meeting held on May 18, 2016 through capitalisation of the Capital redeemption reserve and Securities premium of Rs. 1230.80 Mn. These equity shares have been allotted on May 29, 2016. Further, the Company has increased the authorised share capital from Rs 885.00 Mn to Rs. 1650 Mn vide shareholders approval dated May 18, 2016.

ANNEXURE XXVI: CAPITALISATION STATEMENT

(Rs. in million)

	Particulars	Pre-Issue As at June 30, 2016	Post Issue As at June 30, 2016
A.	Short term debt	1,633.81	1,633.81
B.	Long term debt	471.74	471.74
C.	Current Maturities of Long term Debt	942.35	942.35
	Total debt	**3,047.90**	**3,047.90**
	Shareholders' funds		
D.	- Share capital	1,406.63	1,406.63
E.	- Reserves (excluding revaluation reserve)	12,556.79	12,556.79
F.	**Total shareholders' funds**	**13,963.42**	**13,963.42**
G.	**Long term debt / Equity Ratio ((B+C)/F)**	**0.10**	**0.10**

Notes:

* The Company has not received any proceeds from the Offer.

1. The above have been computed on the basis of restated statement of accounts.

2. For the purpose of Long term debt / Equity ratio, Long term debt has been considered including current maturities of long term debt.

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXVII: STATEMENT OF TAX SHELTERS

(Rs. in million)

Particulars		For the three months ended June 30, 2016	For the year ended March 31, 2016	2015	2014	2013	2012
Profit before exceptional items and taxes, as restated	**(A)**	737.18	2,812.23	2,462.82	1,925.62	1,310.04	1,409.14
Weighted average tax rate (%)	**(B)**	34.61%	34.61%	33.99%	33.99%	32.45%	32.45%
Tax expense at weighted average rate	**(C)**	255.12	973.26	837.11	654.52	425.05	457.20
Adjustments							
Permanent Differences							
Donations		2.25	26.04	1.21	0.21	0.43	0.69
Interest on Income Tax		-	4.44	0.11	4.64	0.03	-
Loss/(Profit) on sale of Fixed Assets		(3.35)	0.27	(81.67)	(18.88)	(11.06)	(17.31)
Weighted Deduction for R&D Expenses eligible under section 35(2AB) (Additional 50% of Expenses)		(72.96)	(567.55)	(280.07)	(337.80)	(155.88)	(125.87)
Dividend Exempt u/s 10(34) of the Act		-	-	-	(0.01)	(22.86)	(21.94)
Capital receipt not credited to P&L		-	3.00	0.14	-	-	-
Capital receipts not taxable / Capital expenditure not deductible		-	5.00	(106.62)	(18.14)	(39.24)	(16.93)
Loss on settlement of Derivative contracts claimed on realisation		-	-	-	-	-	(94.85)
Investment Allowance U/s 32AC		(52.35)	(203.14)	(142.27)	(165.14)	-	-
Deduction u/s 80 IA			-	-	-	-	(12.23)
Deduction u/s 80 IC		(67.22)	(159.20)	(137.31)	(189.38)	(201.83)	(573.99)
Others		1.23	-	(0.51)	(10.17)	(8.35)	16.22
Total	**(D)**	(192.40)	(891.14)	(746.99)	(734.67)	(438.76)	(846.21)
Temporary Differences							
Difference between Book Depreciation and Tax Depreciation		91.22	118.03	303.22	254.88	249.01	364.00
Provision for Doubtful Debt / Advances		-	(22.24)	(13.12)	5.83	4.40	(6.67)
Tax Duty and other sum u/s 43B		35.87	8.63	(9.42)	13.04	45.62	27.22
Allowance u/s 35DD		-	-	(0.24)	1.26	(0.61)	(0.61)
Sum u/s 40a(ia)		-	(0.80)	(5.38)	2.59	(1.52)	(48.58)
Impact of Loan Restatement adjustment		6.70	34.76	49.19	85.50	37.26	67.25
Total	**(E)**	133.79	138.38	324.25	363.10	334.16	402.61
Net Adjustment (D)+ (E)	**(F)**	(58.61)	(752.76)	(422.74)	(371.57)	(104.60)	(443.60)
Tax saving thereon	**(G)**	(20.28)	(260.52)	(143.69)	(126.30)	(33.94)	(143.93)
Total current tax expense (C + G)	**(H)**	**234.84**	**712.74**	**693.42**	**528.22**	**391.11**	**313.27**
Tax Provision as per MAT	**(I)**	-	526.80	466.99	368.31	250.05	261.26
Current Tax Provision for the year - Higher of (H) and (I)		234.84	712.74	693.42	528.22	391.11	313.27
Add:							
Wealth Tax included in Current Tax		-	-	0.59	0.36	0.23	0.22
Excess provision	**(J)**	-	0.26	-	-	-	-
Total tax expenses as per Restated Unconsolidated Statement of Profit and Loss		**234.84**	**713.00**	**694.01**	**528.58**	**391.34**	**313.49**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXVIII - RESTATED UNCONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS

(a) List of Related Parties & Relationships

S.No	Description of Relationship	Name of Related Party/Persons
1	Holding Company	None
2	Subsidiaries Direct / Indirect	High Technology Transmission Systems (India) Pvt. Ltd. (Direct Subsidiary - Merged with Endurance Technologies Limited with effect from 1st April 2013) Endurance Amann GmbH, Germany (Direct Subsidiary) Endurance Overseas S.r.L., Italy (Direct Subsidiary) Endurance Fondalmec S.p.A, Italy (Indirect Subsidiary) Endurance Engineering S.r.L., Italy (Indirect Subsidiary) Endurance F.O.A. S.p.A., Italy (Indirect Subsidiary)
3	Fellow Subsidiaries	None
4	Joint Venture	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd (Disinvested wef 17th October, 2012)
5	Key Management Personnel	Mr. Anurang Jain, Managing Director Mr. Satrajit Ray, Director & Group Chief Financial Officer (with effect from 6th June, 2014) Mr. Ramesh Gehaney, Director & Chief Operating Officer (with effect from 6th June, 2014)
6	Relatives of Key Management Personnel with whom transactions have taken place	Mr. Naresh Chandra - Father of Mr. Anurang Jain Mrs. Suman Jain - Mother of Mr. Anurang Jain Mrs. Varsha Jain - Wife of Mr. Anurang Jain Naresh Chandra HUF
7	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	Varroc Engineering Pvt. Ltd. Varroc Elastomers Pvt. Ltd.

Note: Related party relationships are identified by the Company and relied upon by the Auditors

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXVIII- RESTATED UNCONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS

(b) Summary of transactions carried out with the related party in the ordinary course of business

(Rs. in million)

Particulars	Nature of Relationships / Name of the Party	Transactions for the three months ended June 30, 2016	Transactions for the year ended March 31,				
			2016	2015	2014	2013	2012
Purchases	**Subsidiaries Direct / Indirect**						
Goods & Materials	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	399.55	345.98
	Endurance Fondalmec S.p.A	0.24	-	-	0.02	0.45	0.46
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	21.26	48.94
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	54.32	173.46	151.07	119.99	87.71	56.34
	Total	54.56	173.46	151.07	120.01	508.97	451.72
Fixed Assets	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	0.73	2.38
	Total	-	-	-	-	0.73	2.38
Sales							
Goods & Materials	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	52.06	65.28
	Endurance Fondalmec S.p.A	-	-	-	87.11	111.88	92.77
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	2.38	6.42
	Total	-	-	-	87.11	166.32	164.47
Fixed Assets	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	3.43	4.40
	Endurance Fondalmec S.p.A	-	-	-	3.49	-	6.05
	Total	-	-	-	3.49	3.43	10.45
Expenses							
Rent	**Joint Venture**						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	0.40	0.91
	Total	-	-	-	-	0.40	0.91
Remuneration*	Key Management Personnel	18.93	65.08	62.92	33.08	23.29	21.75
	Relatives of Key Management Personnel	1.39	3.95	-	-	-	-
	Total	20.32	69.03	62.92	33.08	23.29	21.75
Interest Paid	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	6.34	8.45
	Total	-	-	-	-	6.34	8.45
Directors Sitting Fees	**Relatives of Key Management Personnel**	0.04	0.12	0.12	0.13	0.16	0.10
	Total	0.04	0.12	0.12	0.13	0.16	0.10
Professional Charges	**Relatives of Key Management Personnel**	0.43	1.93	4.38	3.71	2.92	2.49
	Total	0.43	1.93	4.38	3.71	2.92	2.49

(Rs. in million)

Particulars	Nature of Relationships / Name of the Party	Transactions for the three months ended June 30, 2016	Transactions for the year ended March 31,				
			2016	2015	2014	2013	2012
Labour Charges Paid	**Subsidiaries Direct / Indirect**						
	Endurance Fondalmec S.p.A	-	-	-	-	2.81	4.85
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	0.48
	Total	-	-	-	-	2.81	5.33
Expenses Reimbursed	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	1.13	0.80
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	1.44	2.98
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	-	-	-	0.01	0.01	0.01
	Total	-	-	-	0.01	2.58	3.79
Excise Duty reimbursed	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	0.48	-
	Total	-	-	-	-	0.48	-
DEPB licence purchase	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	0.36	-
	Total	-	-	-	-	0.36	-
Income							
Rent Receipts	**Joint Venture**						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	16.10	27.51
	Total	-	-	-	-	16.10	27.51
Interest Receipts	**Subsidiaries Direct / Indirect**						
	Endurance Amann GmbH	-	-	-	-	-	1.42
	Endurance Overseas S.r.L.	-	-	-	-	2.65	10.85
	Total	-	-	-	-	2.65	12.27
Expenses Recovered	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	1.47	0.38
	Endurance Amann GmbH	-	-	-	-	1.91	2.17
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	0.01
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	-	0.01	-	-	-	-
	Total	-	0.01	-	-	3.38	2.56
Excise Duty Recovered	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	-	0.02
	Total	-	-	-	-	-	0.02

(Rs. in million)

Particulars	Nature of Relationships / Name of the Party	Transactions for the three months ended June 30, 2016	Transactions for the year ended March 31,				
			2016	2015	2014	2013	2012
Dividend Received	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	22.85	21.93
	Total	-	-	-	-	22.85	21.93
Other Income	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	8.03	11.16
	Endurance Fondalmec S.p.A	-	-	-	1.07	-	1.04
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	5.37	5.42
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	0.07	0.14	0.11	0.19	0.06	-
	Total	0.07	0.14	0.11	1.26	13.46	17.62
DEPB licence Sales	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	6.24	8.95
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	0.05	-
	Total	-	-	-	-	6.29	8.95
Finance							
Share Investments	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	-	35.30
	Endurance Overseas S.r.L.	-	-	-	-	377.62	135.66
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	45.00	152.00
	Total	-	-	-	-	422.62	322.96
Share Application Money	**Joint Venture**						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	20.00
	Total	-	-	-	-	-	20.00
Loan repaid	**Subsidiaries Direct / Indirect**						
	Endurance Amann GmbH	-	-	-	-	-	64.47
	Endurance Overseas S.r.L.	-	-	-	-	237.73	44.80
	Total	-	-	-	-	237.73	109.27
Balance Outstanding							
Receivables	**Subsidiaries Direct / Indirect**						
	Endurance Amann GmbH	-	-	-	-	-	0.56
	Endurance Fondalmec S.p.A	-	-	-	-	31.09	27.43
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	95.78
	Total	-	-	-	-	31.09	123.77
Payables	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.	-	-	-	-	254.19	465.45
	Endurance Fondalmec S.p.A	0.24	-	-	-	-	-
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	17.76	15.40	12.10	12.80	14.88	9.16
	Total	18.00	15.40	12.10	12.80	269.07	474.61

(Rs. in million)

Particulars	Nature of Relationships / Name of the Party	Transactions for the three months ended June 30, 2016	Transactions for the year ended March 31,				
			2016	2015	2014	2013	2012
Loan Given	**Subsidiaries Direct / Indirect**						
	Endurance Amann GmbH	-	-	-	-	-	0.06
	Endurance Overseas S.r.L.	-	-	-	-	-	238.82
	Total		-	-	-	-	238.88
Share Investment	**Subsidiaries Direct / Indirect**						
	High Technology Transmission Systems (India) Pvt. Ltd.			-	-	327.99	327.99
	Endurance Amann GmbH	1,930.74	1,930.74	1,930.74	1,930.74	1,930.74	1,930.74
	Endurance Overseas S.r.L.	1,705.79	1,705.79	1,705.79	1,705.79	1,705.79	1,328.17
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	319.50
	Total	3,636.53	3,636.53	3,636.53	3,636.53	3,964.52	3,906.40
Share Application Money	**Joint Venture**						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	20.00
	Total	-	-	-	-	-	20.00

* Employee benefit payable (gratuity and leave encashment) are calculated on the basis of actuarial valuation. Amount payable for individual employees as at each year ended March 31 and three months ended June 30 cannot be separately identified and therefore has not been included in above.

For the year ended on March 31, 2012:

1) Aman Druckguss GmbH, Germany is shown net of advances fully provided for Rs. 46.03 Million (PY Rs. 46.03 Million) and Endurance Overseas S.r.l is shown net of advance provided for to the extent of Rs. 31.87 Million (PY 31.87 Mn)

2) Amount of Rs. 3586.90 Million (PY 2800.11 Million) is net of provision for diminution in value of investment of Rs. Nil (PY 615. 83 Million)

Deloitte
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INDEPENDENT AUDITORS' REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION AS REQUIRED UNDER SECTION 26 OF COMPANIES ACT, 2013, READ WITH RULE 4 OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014

THE BOARD OF DIRECTORS OF
ENDURANCE TECHNOLOGIES LIMITED
(Formerly known as Endurance Technologies Private Limited)
Plot no. K - 228, MIDC Industrial Area, Waluj,
Aurangabad - 431 136

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Endurance Technologies Limited, formerly known as Endurance Technologies Private Limited ('the Company') and its subsidiaries and a jointly controlled entity (the Company, its subsidiaries, a jointly controlled entity constitute "the Group"), which comprises of the Restated Consolidated Balance Sheet as at June 30, 2016 and as at March 31, 2016, 2015, 2014, 2013 and 2012, the Restated Consolidated Statement of Profit and Loss and the Restated Consolidated Cash Flow Statement for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 as approved by the Board of Directors of the Company at their meeting held on August 26, 2016 for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer (IPO) prepared in terms of the requirements of

   a) Sub-clauses (i) and (ii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules) and

   b) the Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("SEBI-ICDR Regulations").

2. We have examined such Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated June 2, 2016 and addendum to the engagement letter dated August 1, 2016 in connection with the proposed IPO of the Company; and

   b) The Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India (ICAI).

Regd. Office: 12, Dr. Annie Besant Road, Opp. Shiv Sagar Estate, Worli, Mumbai - 400 018, India. (LLP Identification No. AAB-8737)

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3. These Restated Consolidated Financial Information have been extracted by the Management from the audited Consolidated Financial Statements of the Group as at and for the three months ended June 30, 2016 and as at and for the years ended March 31, 2016, 2015, 2014, 2013 and 2012 which have been approved by Board of directors at their meetings held on August 26, 2016, June 10, 2016, June 24, 2015, June 20, 2014, June 29, 2013 and June 29, 2012 respectively.

   We did not audit the financial statements of certain subsidiaries (details provided below). The financial statements for these subsidiaries have been audited by other auditors, whose reports have been furnished to us, and our opinion on the consolidated financial statements in so far as it relates to the amounts included in respect of such subsidiaries is based solely on the report of such other auditors. Group's share of total assets, total revenues, and net cash flows pertaining to these entities for the relevant period/years is tabulated below:

(Rs. in Million)

Particulars	For the three months ended June 30, 2016	For the years ended March 31,				
		2016	2015	2014	2013	2012
Total Assets	5,026.22	4,692.80	3,408.60	3,417.39	6,671.09	6,628.79
Total Revenues	4,824.19	15,822.93	14,096.59	11,064.99	8,663.54	8,377.63
Net Cash (Outflows)/ Inflows	512.81	601.84	137.60	277.26	(36.20)	130.05

4. Based on our examination, we report that:

   a) The Summary Statement of Restated Consolidated Assets and Liabilities of the Group as at June 30, 2016 and as at March 31, 2016, 2015, 2014, 2013 and 2012, as set out in Annexure - I to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes, as set out in Annexure - IV.

   b) The Summary Statement of Restated Consolidated Profit and Loss of the Group for the three months ended June 30, 2016 and for each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012, as set out in Annexure - II to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes, as set out in Annexure - IV.

   c) The Summary Statement of Restated Consolidated Cash Flows of the Group for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012, as set out in Annexure - III to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes, as set out in Annexure IV.

d) Based on the above, according to the information and explanations given to us, we are of opinion that the Restated Consolidated Financial Information have been made after incorporating:

(i) Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods; and

(ii) Adjustments for the material amounts in the respective financial period/years to which they relate.

(iii) There are no extra-ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information.

(iv) There were no qualifications in the Auditors' report for the relevant reporting periods, which require any adjustments to the Restated Consolidated Financial Information.

5. We have also examined the following restated consolidated financial information of the Group set out in the Annexures prepared by the management and approved by the Board of Directors on August 26, 2016 for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012.

Sr. No.	Details of Other Restated Consolidated Financial Information	Annexure Reference
1	Summary Statement of Restated Consolidated Share Capital	Annexure V
2	Summary Statement of Restated Consolidated Reserves and Surplus	Annexure VI
3	Summary Statement of Restated Consolidated Long-Term Borrowings	Annexure VII
4	Summary Statement of Restated Consolidated Short Term Borrowings	Annexure VIII
5	Summary Statement of Restated Consolidated Long Term and Short Term Liabilities and Provisions	Annexure IX
6	Summary Statement of Restated Consolidated Fixed Assets	Annexure X
7	Summary Statement of Restated Consolidated Non-Current Investments	Annexure XI
8	Summary Statement of Restated Consolidated Current Investments	Annexure XII
9	Summary Statement of Restated Consolidated Inventories	Annexure XIII
10	Summary Statement of Restated Consolidated Long Term and Short Term Loans and Advances	Annexure XIV
11	Summary Statement of Restated Consolidated Trade Receivables	Annexure XV

Sr. No.	Details of Other Restated Consolidated Financial Information	Annexure Reference
12	Summary Statement of Restated Consolidated Cash and Bank Balances	Annexure XVI
13	Summary Statement of Restated Consolidated Other non-current Assets and current Assets	Annexure XVII
14	Summary Statement of Restated Consolidated Revenue from Operations	Annexure XVIII
15	Summary Statement of Restated Consolidated Other Income	Annexure XIX
16	Summary Statement of Restated Consolidated Cost of material consumed	Annexure XX
17	Summary Statement of Restated Consolidated Purchases of Stock in trade (Traded Goods)	Annexure XXI
18	Summary Statement of Restated Consolidated Changes in Inventories of finished goods, work in progress and stock in trade	Annexure XXII
19	Summary Statement of Restated Consolidated Finance Costs	Annexure XXIII
21	Summary Statement of Consolidated Dividend Paid / Proposed on Equity Shares & Preference Shares	Annexure XXIV
22	Summary Statement of Consolidated Accounting Ratios	Annexure XXV
23	Capitalization Statement	Annexure XXVI
24	Summary Statement of Related Party Transactions	Annexure XXVII

In our opinion, the above financial information contained in Annexures I to XXVII accompanying this report read along with the Significant Accounting Policies and Notes (Refer Annexure IV) are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with the Rules, SEBI-ICDR Regulations and the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement as agreed with you.

6. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

7. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

8. Our report is intended solely for use of the management for inclusion in the offer document in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **Deloitte Haskins & Sells LLP**
(Firm Registration Number: 117366W/ W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Mumbai, August 26, 2016

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE I : SUMMARY STATEMENT OF RESTATED CONSOLIDATED ASSETS AND LIABILITIES

(Rs. in million)

	Particulars	Annexures	As at June 30, 2016	As at March 31,				
				2016	2015	2014	2013	2012
I	**EQUITY AND LIABILITIES**							
1	Shareholders' Funds							
	(a) Share Capital	V	1,406.63	175.83	175.83	192.63	192.63	198.40
	(b) Reserves and Surplus	VI	13,945.69	14,380.04	11,242.43	9,612.10	7,163.90	5,898.79
			15,352.32	**14,555.87**	**11,418.26**	**9,804.73**	**7,356.53**	**6,097.19**
2	Minority Interest		-	-	**107.12**	**114.42**	**15.31**	**12.25**
3	Non-Current Liabilities							
	(a) Long-Term Borrowings	VII	3,961.71	4,195.91	4,148.66	3,684.79	3,466.93	4,096.86
	(b) Deferred Tax Liabilities (net)	IV-D.6	11.85	10.96	13.97	23.29	44.37	82.53
	(c) Other Long-Term Liabilities	IX	93.68	97.35	28.44	25.67	30.22	30.25
	(d) Long-Term Provisions	IX	409.67	375.78	380.10	211.78	203.81	145.34
			4,476.91	**4,680.00**	**4,571.17**	**3,945.53**	**3,745.33**	**4,354.98**
4	Current Liabilities							
	(a) Short-Term Borrowings	VIII	3,359.29	1,869.07	1,656.80	1,283.22	4,377.45	3,550.66
	(b) Trade Payables							
	i) Total outstanding dues of Micro and Small Enterprises		485.27	497.73	446.08	320.06	163.92	235.47
	ii) Total outstanding dues of other than Micro and Small Enterprises		8,175.19	6,890.50	6,219.61	6,510.01	5,254.60	6,115.28
	(c) Other Current Liabilities	IX	3,530.85	3,971.65	3,003.39	2,915.98	2,360.18	2,840.18
	(d) Short-Term Provisions	IX	699.14	446.58	435.55	280.86	155.00	152.25
			16,249.74	**13,675.53**	**11,761.43**	**11,310.13**	**12,311.15**	**12,893.84**
	Total		**36,078.97**	**32,911.40**	**27,857.98**	**25,174.81**	**23,428.32**	**23,358.26**
II	**ASSETS**							
1	Non-Current Assets							
	(a) Fixed Assets							
	(i) Tangible Assets	X	16,103.66	15,771.20	13,167.69	11,243.26	10,553.15	10,707.42
	(ii) Intangible Assets	X	215.40	230.99	251.45	89.59	91.63	90.78
	(iii) Capital Work-in-Progress		935.70	731.62	214.58	136.32	315.32	558.65
	(iv) Intangible Assets Under Development		160.54	86.39	1.76	0.53	0.27	8.15
	(b) Goodwill on consolidation		1,446.68	1,448.43	1,107.77	1,379.24	1,167.94	1,150.04
	(c) Non-Current Investments	XI	10.20	10.20	10.25	95.19	81.79	3.34
	(d) Deferred Tax Asset (net)	IV-D.6	304.83	244.89	222.42	131.41	39.78	0.79
	(e) Long-Term Loans and Advances	XIV	651.64	953.45	940.90	639.79	492.09	341.16
	(f) Other Non-Current Assets	XVII	69.42	75.81	30.72	45.94	39.04	83.10
			19,898.07	**19,552.98**	**15,947.54**	**13,761.27**	**12,781.01**	**12,943.43**
2	Current Assets							
	(a) Current Investments	XII	281.32	455.84	-	-	-	-
	(b) Inventories	XIII	4,602.80	4,067.00	3,857.78	2,651.49	2,247.21	2,228.02
	(c) Trade Receivables	XV	8,085.59	5,931.41	5,794.89	6,750.37	6,207.38	6,110.36
	(d) Cash and bank balances	XVI	2,158.94	1,674.21	936.44	1,194.16	1,501.87	1,466.42
	(e) Short-Term Loans and Advances	XIV	948.16	1,096.71	1,117.47	657.97	529.99	462.14
	(f) Other Current Assets	XVII	104.09	133.25	203.86	159.55	160.86	147.89
			16,180.90	**13,358.42**	**11,910.44**	**11,413.54**	**10,647.31**	**10,414.83**
	Total		**36,078.97**	**32,911.40**	**27,857.98**	**25,174.81**	**23,428.32**	**23,358.26**

Note :

The above statement should be read with the Group's significant accounting policies, appearing in annexure IV-B; statement on adjustments to restated consolidated financial statements, appearing in annexure IV-C and summary statement of restated consolidated financial information, appearing in annexure IV-D.

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of Board of Directors

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Hemant M. Joshi
Partner
Date: 26th August, 2016
Place: Mumbai

Partho S. Datta
Director
(DIN : 00040345)

Satrajit Ray
Director & Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company Secretary
& Head-Legal

Date: 26th August, 2016
Place: Mumbai

ANNEXURE II : SUMMARY STATEMENT OF RESTATED CONSOLIDATED PROFIT AND LOSS

(Rs. in million)

Particulars	Annexures	For the three months ended June 30, 2016	For the year ended March 31,				
			2016	2015	2014	2013	2012
INCOME :							
Revenue from Operations (Gross)	XVIII	15,407.73	56,277.99	52,471.49	45,216.86	41,112.16	40,838.86
Less: Excise Duty		982.21	3,872.45	3,301.99	3,097.82	2,887.23	2,521.37
Revenue from Operations (Net)		**14,425.52**	**52,405.54**	**49,169.50**	**42,119.04**	**38,224.93**	**38,317.49**
Other Income	XIX	103.90	339.92	324.88	284.72	283.85	105.45
A. Total Revenue		**14,529.42**	**52,745.46**	**49,494.38**	**42,403.76**	**38,508.78**	**38,422.94**
EXPENDITURE :							
Cost of materials consumed	XX	8,418.19	30,760.23	30,497.94	26,613.95	23,984.18	23,647.28
Purchases of stock-in-trade (traded goods)	XXI	24.87	78.64	63.05	42.63	10.81	21.77
Changes in inventories of finished goods, Work in progress and stock in trade	XXII	(323.64)	(305.33)	(849.48)	(273.13)	3.18	(41.82)
Employee benefits expense		1,416.89	4,784.80	4,205.66	3,340.13	2,964.33	2,731.13
Finance costs	XXIII	102.23	464.44	509.99	809.59	928.85	955.05
Depreciation and amortisation expense	X	700.70	2,505.50	2,268.68	2,077.94	1,873.35	1,869.48
Other expenses		3,057.62	10,320.85	9,204.25	6,987.80	6,335.73	6,809.08
B. Total Expenditure		**13,396.86**	**48,609.13**	**45,900.09**	**39,598.91**	**36,100.43**	**35,991.97**
C. Restated profit before exceptional and extraordinary items, tax and minority interest (A-B)		**1,132.56**	**4,136.33**	**3,594.29**	**2,804.85**	**2,408.35**	**2,430.97**
D. Exceptional items		-	-	-	-	79.82	-
E. Restated profit before extraordinary items, tax and minority interest (C-D)		**1,132.56**	**4,136.33**	**3,594.29**	**2,804.85**	**2,328.53**	**2,430.97**
F. Extraordinary items		-	-	-	48.28	-	-
G. Restated profit before tax and minority interest (E-F)		**1,132.56**	**4,136.33**	**3,594.29**	**2,756.57**	**2,328.53**	**2,430.97**
Tax Expense							
Current Tax		392.07	1,231.33	1,128.92	820.42	710.85	550.49
(Less): MAT credit		-	-	-	-	-	(1.47)
Deferred Tax		(60.02)	(17.85)	(74.01)	(116.06)	(78.57)	52.48
H. Net Tax Expense		**332.05**	**1,213.48**	**1,054.91**	**704.36**	**632.28**	**601.50**
I. Restated Profit before minority interest (G-H)		**800.51**	**2,922.85**	**2,539.38**	**2,052.21**	**1,696.25**	**1,829.47**
J. Share of minority interest		-	10.87	15.60	7.44	3.32	6.44
K. Restated Profit for the year (I-J)		**800.51**	**2,911.98**	**2,523.78**	**2,044.77**	**1,692.93**	**1,823.03**

Note :
The above statement should be read with the Group's significant accounting policies, appearing in annexure IV-B; notes to statement on adjustments to restated consolidated financial statements, appearing in annexure IV-C and summary statement of restated consolidated financial information, appearing in annexure IV-D.

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of Board of Directors

Hemant M. Joshi
Partner
Date: 26th August, 2016
Place: Mumbai

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Partho S. Datta
Director
(DIN : 00040345)

Satrajit Ray
Director & Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company Secretary & Head-Legal

Date: 26th August, 2016
Place: Mumbai

ANNEXURE III : SUMMARY STATEMENT OF RESTATED CONSOLIDATED CASH FLOWS

(Rs. in million)

		Particulars	For the three months ended June 30, 2016	For the year ended March 31, 2016	2015	2014	2013	2012
A		**Cash flow from Operating Activities**						
	i)	Restated Profit before tax and minority interest and extraordinary items	1,132.56	4,136.33	3,594.29	2,804.85	2,328.53	2,430.97
	ii)	Adjustments for:						
		Depreciation and amortisation	700.70	2,505.50	2,268.68	2,077.94	1,873.34	1,869.47
		(Profit) / loss on sale / write off of assets	(43.05)	2.46	(91.03)	(18.48)	(13.65)	(14.88)
		Finance costs	102.23	464.44	509.99	809.58	928.85	955.32
		Interest income	(1.85)	(23.46)	(11.22)	(85.01)	(43.53)	(45.49)
		Dividend income	-	(0.01)	(0.01)	-	(0.02)	(0.02)
		Net unrealised exchange (gain) / loss	(0.61)	6.46	1.31	5.87	(79.10)	115.49
		Provision for doubtful trade and other receivables	-	1.59	(21.91)	(6.82)	0.87	10.36
		Provision for Employee Benefits	93.00	269.49	291.71	66.00	95.02	77.05
		Provision / (write back) for warranty claims	1.70	9.92	15.19	6.66	6.79	4.00
		Provision for estimated loss on derivatives	-	-	-	-	-	50.95
		Exceptional Item	-	-	-	-	79.82	-
		Exchange difference arising on consolidation	3.10	255.01	(488.63)	370.11	54.27	105.35
		Settlement of foreign currency derivatives	-	-	-	-	5.07	(83.27)
		Extraordinary items	-	-	-	48.28	-	-
	iii)	**Operating profits before working capital changes**	**1,987.78**	**7,627.73**	**6,068.37**	**6,078.98**	**5,236.26**	**5,475.30**
	iv)	Adjustments for:						
		Inventories	(535.80)	(209.22)	(717.76)	(404.28)	(90.04)	(92.86)
		Trade receivables	(2,151.17)	(139.80)	2,058.84	(534.54)	(140.70)	(530.04)
		Short term loans and advances	148.55	20.76	(449.03)	(127.98)	(127.03)	(73.04)
		Long term loans and advances	(10.15)	(128.53)	2.67	(54.42)	(13.59)	(57.01)
		Other current assets	(50.45)	(67.35)	(79.60)	(8.33)	(4.65)	(58.55)
		Other non-current assets	71.75	14.82	23.51	(11.63)	13.03	15.88
		Trade payables	1,179.96	421.42	(1,657.13)	1,519.49	(879.79)	1,239.67
		Other current liabilities	107.38	321.38	(38.94)	28.34	140.18	8.53
		Other long-term liabilities	(69.03)	(0.50)	4.15	(4.55)	(0.04)	10.97
		Short term provisions	4.82	6.28	5.87	3.29	(6.73)	41.37
		Long term provisions	33.30	31.08	-	-	-	-
	v)	**Cash generated from operations**	**716.94**	**7,898.07**	**5,220.95**	**6,484.37**	**4,126.90**	**5,980.22**
		Net Income tax (paid) / refunds	(147.38)	(1,049.89)	(1,087.78)	(794.82)	(676.38)	(559.15)
		Net cash flow from / (used in) operating activities	**569.56**	**6,848.18**	**4,133.17**	**5,689.55**	**3,450.52**	**5,421.07**
B		**Cash flow from Investing Activities**						
		Capital expenditure on fixed assets, including capital advances	(1,613.83)	(5,242.93)	(3,554.45)	(2,595.18)	(2,281.93)	(2,640.95)
		Proceeds from sale of fixed assets	94.64	533.26	552.98	192.21	298.69	117.13
		Acquisition of Additional Shares in Subsidiaries/associates	-	(346.64)	(111.43)	(15.33)	-	(35.30)
		FD / Margin money deposits against borrowings	-	27.23	109.57	116.24	(97.19)	128.80
		Interest received	0.90	28.67	15.63	94.65	35.21	43.03
		Purchase of long term investments	-	0.05	0.04	-	(78.45)	-
		Purchase / (Proceeds) of current investment	174.52	(455.84)	-	-	-	-
		Proceeds from disinvestment in joint venture	-	-	-	-	160.75	-
		Investment in Joint Venture	-	-	-	-	(65.00)	-
		Proceeds on sale of additional shares in subsidiary to third party	-	-	-	89.20	-	-
		Dividend received	-	0.01	0.01	-	0.02	0.02
		Net cash flow from / (used in) investing activities	**(1,343.77)**	**(5,456.19)**	**(2,987.65)**	**(2,118.21)**	**(2,027.90)**	**(2,387.27)**

	Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
			2016	2015	2014	2013	2012
C	**Cash flow from Financing Activities**						
	Issue/(Buy Back) of Equity Shares	-	-	-	-	(424.05)	5.77
	Redemption of Preference Shares	-	-	(16.80)	-	-	-
	Proceeds from borrowings	2,638.19	8,484.34	5,722.57	3,131.13	6,731.31	3,622.14
	Repayment of borrowings	(1,361.83)	(8,499.07)	(6,539.28)	(6,028.15)	(6,838.59)	(5,006.86)
	Finance costs	(97.98)	(461.24)	(523.96)	(830.04)	(946.84)	(950.63)
	Payment of dividend on Equity Shares	-	(296.27)	(64.37)	(42.89)	(40.22)	(21.80)
	Incentive received	80.56	132.75	30.88	-	-	-
	Capital subsidy received	-	3.00	3.00	-	-	-
	Net cash used in financing activities	**1,258.94**	**(636.49)**	**(1,387.96)**	**(3,769.95)**	**(1,518.39)**	**(2,351.38)**
	Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	**484.73**	**755.50**	**(242.44)**	**(198.61)**	**(95.77)**	**682.42**
	Cash and cash equivalents at the beginning of the period/year	1,655.55	900.05	1,039.90	1,238.51	1,331.87	645.57
	Add: Cash and cash equivalents taken over on acquisition	-	-	102.59	-	-	-
	Cash and cash equivalents at the end of the period/year	2,140.28	1,655.55	900.05	1,039.90	1,236.10	1,327.99
	Cash and Cash Equivalents at the end of the period/year	**484.73**	**755.50**	**(242.44)**	**(198.61)**	**(95.77)**	**682.42**

Notes :

1. The above statement should be read with the Group's significant accounting policies, appearing in annexure IV-B; notes to statement on adjustments to restated consolidated financial statements , appearing in annexure IV-C and summary statement of restated consolidated financial information, appearing in annexure IV-D.
2. The above Summary Statement of Restated Consolidated Cash Flows has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on 'Cash Flow Statements'.
3. The above Summary Statement of Restated Consolidated Cash Flows has been compiled from and is based on the summary statement of restated consolidated assets and liabilities as at June 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 and the summary statement of restated consolidated statement of profit and loss for the periods/years ended on that date and the summary statement of restated consolidated statement of profit and loss for the periods/years ended on that date.
4. Issue of shares during the three months ended 30th June, 2016 are for consideration other than cash.
5. Cash and cash equivalents includes (Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Cash and Bank balances (Refer annexure XVI)	2,140.28	1,655.55	900.05	1,015.54	1,216.01	1,269.50
Unrealised gain/loss on fixed deposit and Bank balance in foreign currency	-	-	-	24.36	20.09	58.49
	2,140.28	**1,655.55**	**900.05**	**1,039.90**	**1,236.10**	**1,327.99**

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

Hemant M. Joshi
Partner
Date: 26th August, 2016
Place: Mumbai

For and on behalf of Board of Directors

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
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Partho S. Datta
Director
(DIN : 00040345)

Satrajit Ray
Director & Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company Secretary & Head-Legal

Date: 26th August, 2016
Place: Mumbai

ENDURANCE TECHNOLOGIES LIMITED
ANNEXURE IV : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

A Change Of Status From Private Limited To Public Limited

Consequent to the conversion of the Company from private limited to public limited with effect from May 31, 2016, the name of the Company has changed from Endurance Technologies Private Limited to Endurance Technologies Limited.

B Summary of Group's Significant Accounting Policies

B.1 Basis of preparation of consolidated financial statements

The Summary Statement of Restated Consolidated Assets and Liabilities of the Company and its subsidiaries and jointly controlled entity (together referred to as "the Group") as at June 30, 2016 and as at March 31, 2016, 2015, 2014, 2013, and 2012 and the related Summary Statement of Restated Consolidated Profit and Loss and Summary Statement of Restated Cash Flows for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 (collectively referred to as the "Restated Consolidated Summary Financial Information') have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

The Restated Consolidated Summary Financial Information has been prepared by applying necessary adjustments to the Consolidated financial statements ('financial statements') of the Company. 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 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations 2009, as amended (the "Regulations"). 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 across 5 years.

Based on the nature of products / activities of the group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

B.2 Principles of Consolidation:

The Consolidated Financial Statements have been prepared on the following basis:

i) The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the Company.

ii) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses after eliminating intra-group balances, intra-group transactions and the resulting unrealized profits or losses.

iii) The excess of cost to the Company of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies are made, is recognized as 'Goodwill' being an asset in the Consolidated Financial Statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the Company, it is recognized as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the Consolidated Financial Statements.

Goodwill arising on the acquisition of a foreign entity is translated at the closing rate being non integral operations.

iv) The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances except where stated otherwise.

v) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments.

vi) The following subsidiary companies are considered in the Consolidated Financial Statements:

Name of the Company	Country of Incorporation or Residence	Voting Power %					
		June 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
High Technology Transmission Systems (India) Private Limited *	India	-	-	-	-	99%	99%
Endurance Overseas S.r.l (EOSRL)	Italy	100%	100%	95%	95%	100%	100%
Endurance Fondalmec S.p.A.	Italy	100%	100%	100%	100%	100%	100%
Endurance Engineering S.r.l	Italy	100%	100%	100%	100%	-	-
Endurance F.O.A. S.p.A.	Italy	100%	100%	100%	15%	-	-
Endurance Amann GmbH	Germany	100%	100%	100%	100%	100%	100%

* 1% stake acquired in July 2013 and merged with ETPL - appointed date April 1, 2013.

vii) The working result of following Joint Venture Company is considered in the consolidated financial statements:

Name of the Company	Country of Incorporation or residence	Voting Power %	
		As at October 17, 2012	As at March 31, 2012
Magneti Marelli Shock Absorbers (I) P. Ltd. (Earlier known as Endurance Magneti Marelli Shock Absorbers (I) P. Ltd.)	India	50%	50%

viii) The Company has an investment in a company viz. Marathwada Auto Cluster (MAC). MAC has been incorporated primarily for certain precise / agreed purpose, where in the profits will be applied for promoting its objects. Accordingly, the accounts of MAC are not considered in these financial statements, since the Company does not derive any direct benefits from its investments in MAC.

B.3 Use of estimates:

The preparation of the consolidated 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. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

B.4 Revenue Recognition

The Principles of revenue recognition are set out as below:

i) Revenue from operations is recognised, net of returns and trade discounts, when the risk and rewards of ownership are passed on to the customers, which is generally on dispatch of goods. Revenue from operation includes Excise Duty but excludes Sales Tax and Value Added Tax.

ii) Job-work revenues are accounted as and when the services are rendered.

iii) Benefit on account of entitlement of import of goods free of duty under the “Duty Entitlement Pass Book under Duty exemption Scheme” (DEPB Scheme) is accounted in the year of export.

iv) Interest Income is accounted on accrual basis. Dividend Income is accounted when the right to receive it is established.

B.5 Fixed Assets (Tangible & Intangible)

Fixed Assets are stated at cost of acquisition or construction where cost includes amount added/deducted on revaluation less accumulated depreciation / amortization and impairment loss, if any. Pre-operation expenses including trial run expenses (net of revenue) are capitalised. All costs relating to the acquisition and installation of fixed assets are capitalised and include borrowing costs relating to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use.

B.6 Depreciation and Amortisation

Depreciation on fixed assets is provided at the rates determined on straight line method over the useful life estimated by the Management or on the basis of depreciation rates prescribed under respective domestic laws, whichever is higher.

Leasehold land is amortised over the duration of the lease.
In respect of assets whose useful life has been revised, the unamortized depreciable amount has been charged over the revised remaining useful life.

B.7 Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the year-end exchange rates/forward contract rates. Exchange difference arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

Premium/Discount on forward contracts is amortised over the life of such contracts. The Company accounts for foreign exchange loss in respect of derivative instruments which are not covered by AS 11, based on mark to market valuation as on Balance Sheet date. Mark to market gain is ignored on grounds of prudence.

On consolidation, the assets, liabilities and goodwill or capital reserve arising on the acquisition, of the Group's overseas operations are translated at exchange rates prevailing on the balance sheet date. Income and expenditure items are translated at the average exchange rates for the period / year. Exchange differences arising in case of Non integral Foreign Operations are recognised in the Group's Foreign Currency Translation Reserve classified under Reserves and Surplus.

B.8 Leases:

i) Finance Lease

Assets acquired under finance leases are recognised at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability. Assets given under finance leases are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on a constant rate of return on the outstanding net investment.

ii) Operating Lease

Lease arrangements under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease rental under operating lease are recognised in profit and loss account on straight line basis or other systematic basis over the lease term.

B.9 Product Warranty Expenses

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures.

B.10 Inventories

Inventories of raw materials and components, work-in-progress, stock-in-trade, stores & spares and tools & instruments are valued at the lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is ascertained on a weighted average basis. The cost of work-in-progress and finished goods is determined on absorption cost basis. Excise duty in respect of inventory of finished goods manufactured is shown separately as an item of expense and included in valuation of inventory of finished goods.

B.11 Employee Benefits

i) **Provident fund**

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employee's salary. The contributions as specified under the law are paid to the Central Government Provident Fund and the Family Pension Fund and the same is charged to the Consolidated Statement of Profit and Loss of the year when the contributions to the respective funds are due and when services are rendered by the employees.

ii) **Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. For the employees of specified grades, 30 days salary is payable upon completion of 10 years of service. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation. The Company has taken a Group Gratuity cum Life Assurance Scheme with LIC of India for future payment of gratuity to the eligible employees.

iii) **Compensated absences**

The Company provides for the encashment of compensated absences with pay subject to certain rules. The employees are entitled to accumulate compensated absences subject to certain limits, for future encashment. Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit and the accumulated leave expected to be carried forward beyond twelve month is treated as long-term employee benefit which are provided based on the number of days of un utilised compensated absence on the basis of an independent actuarial valuation.

The Company has taken a policy with LIC of India for future payment of compensated absences encashment to its employees.

iv) **Employees severance indemnity :**

Foreign subsidiaries give to their employees termination benefits. Such benefits fall within the defined benefit plans, of certain existence and amount, but with uncertain manifestation. The liability is determined as current value of the defined benefit obligation at the balance sheet date, in accordance with current regulations, adjusted to take account of actuarial (profits) losses. The amount of the defined benefit obligation has been calculated by an external actuary according to the "Projected credit units" method.

B.12 Investments

Long term investments are valued at cost less diminution in value, if any, other than of temporary nature. Current investments are valued at lower of cost and fair value. Cost of investment includes acquisition charges such as brokerage fees and duties.

B.13 Taxes on Income

Current tax expense is calculated in accordance with the provision of Income Tax Act, 1961, except for the overseas subsidiaries where current tax provision is determined based on the local tax laws.

Deferred tax is recognized, for all timing differences, subject to the consideration of prudence, applying the tax rates that have been substantively enacted by the Balance Sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward of tax losses are recognised if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

B.14 Impairment of Assets

The Company and its subsidiaries reviews the carrying amounts of its fixed assets annually to determine whether there is any indication that those assets suffered an impairment loss. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Consolidated Statement of Profit and Loss, except in case of revalued assets.

B.15 Research and development expenses

Revenue expenditure pertaining to research is charged to the Consolidated Statement of Profit and Loss. Development costs of products are also charged to the Consolidated Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalized. The amount capitalized comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilized for research and development are capitalized and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

B.16 Borrowing Cost

Interest and other costs incurred in connection with the borrowing of the funds are charged to revenue on accrual basis except those borrowing costs which are directly attributable to the acquisition or construction of those Qualifying assets, which necessarily take a substantial period of time to get ready for their intended use. Such costs are capitalized with the Qualifying assets.

B.17 Goodwill on Consolidation

Goodwill on Consolidation represents the difference between the Group's share in the net worth of the investee company at the time of acquisition and the cost of investment made. The said goodwill is not amortized; however, it is tested for impairment at each Balance Sheet date and impairment loss, if any, is provided for.

B.18 Provisions and Contingencies

A provision is recognized when any companies in the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

Contingent assets are not recognized in the consolidated financial statements.

B.19 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 on Earnings per Share. Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

B.20 Cash Flow Statement

The Consolidated Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Group.

B.21 Business Segments

The Group is engaged mainly in the business of automobile components. This in the context of Accounting Standard 17 on Segment Reporting is considered to constitute one single reportable primary segment. The Group has disclosed geographical market as its secondary segment.

B.22 Government grants and export incentives:

i) Government grants in respect to manufacturing units located in developing regions :
The Company is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Company accounts for such incentives as Income on accrual basis on approval of the initial claim by the relevant authorities.

ii) Government grants in respect of additional Capital Expenditure :
Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets is accounted for as deferred income. The grant is recognised as income over the life of a depreciable asset by accounting deferred income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

iii) Export Benefits
Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

ANNEXURE IV - C : STATEMENT ON ADJUSTMENTS TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

1) MATERIAL RESTATEMENT ADJUSTMENTS

i) Summary of results of restatement made in the audited consolidated financials statement of the Company for the period/years and their impact on the profits/losses of the Company is as under:

(Rs. in million)

Particulars	For the three months ended June 30, 2016	Year Ended March 31,				
		2016	2015	2014	2013	2012
Net Profit as per audited Consolidated Statement of Profit & Loss	811.85	2,972.09	2,516.46	2,061.73	1,704.16	1,786.74
Restatement Adjustments for :-						
Provision for doubtful debts	-	1.58	6.55	3.65	(2.10)	(1.32)
Excess provision written back	(6.10)	(86.30)	(34.78)	(32.66)	(9.39)	(16.86)
Advances written off	-	17.12	39.50	(4.70)	13.69	77.59
Depreciation	-	-	-	(13.79)	(9.48)	(5.87)
Prior Period Expenses	3.99	(1.00)	-	-	0.19	0.08
Employee benefits	-	37.26	(6.78)	(8.60)	(3.40)	(2.17)
Short / Excess provision of Income Tax	-	(45.28)	9.08	12.49	(3.92)	0.87
Income Tax	(9.90)	9.48	(2.79)	(1.31)	-	(0.07)
Deferred Tax Income / (Expense) on above adjustments	0.67	7.03	(3.46)	27.96	3.18	(15.96)
Adjustments Total	**(11.34)**	**(60.11)**	**7.32**	**(16.96)**	**(11.23)**	**36.29**
Net Profit as per restated summary statements	**800.51**	**2,911.98**	**2,523.78**	**2,044.77**	**1,692.93**	**1,823.03**

Notes to material adjustments:-

a) Provision for doubtful debts

In the audited consolidated financial statements of the group for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 & 2012, certain doubtful debts which were no longer recoverable were provided for. For the purpose of this statement such provision have been adjusted to the respective years in which the sale were accounted for. Further, the balance in the Consolidated Statement of Profit & Loss as at April 1, 2011 has been adjusted to reflect the impact of the items pertaining to periods prior to April 1, 2011.

b) Excess provision written back:

In the audited consolidated financial statements of the group for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 & 2012, certain liabilities created in earlier years were written back. For the purpose of this statement such liabilities have been adjusted to the respective years in which they were originally created. Further the balance in the Statement of Profit & Loss as at April 1, 2011 has been adjusted to reflect the impact of the items pertaining to periods prior to April 1, 2011.

c) Advance Written off

In the audited consolidated financial statements of the group for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 & 2012, the group has written off advances given in earlier years. For the purpose of this statement such amounts have been adjusted in the respective years. Further the balance in the Statement of Profit & Loss as at April 1, 2011 has been adjusted to reflect the impact of the items pertaining to periods prior to April 1, 2011.

d) Depreciation

During the year 2014-15, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. However, based on the technical analysis and past experience, the Company has determined the useful life of 10 years (7.5 years as per schedule of Companies Act, 2013) in case of some assets in plant & machinery and factory equipment which run in three shifts. For the purpose of this statement, depreciation charge as per revised useful life have been adjusted in the respective years. Consequent to above change, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be 'Nil' as on April 1, 2011 and has adjusted an amount of Rs. 10.62 million against the opening balance in Statement of Profit and Loss.

e) Prior Period Expenses

In the audited consolidated financial statements of the group for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 & 2012, certain items were identified as prior period items. For the purpose of this statement such prior period items and other income / expenses, which pertain to previous years but not disclosed as prior period items in the audited consolidated financial statements on materiality grounds, have been adjusted to the respective years to which they relate and items relating to the period prior to the year ended March 31,2012 have been adjusted to the opening balance of Statement of profit and loss.

ANNEXURE IV - C : STATEMENT ON ADJUSTMENTS TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS

f) Short \ Excess provision for tax for earlier years

Consolidated Statement of Profit and loss of certain years includes amounts paid/provided/written back for, in respect of shortfall / excess of income tax arising out of assessments, appeals etc. which for the purpose of this statement, have been adjusted in the years to which they relate. Further, this also includes deferred tax adjustment amounting to Rs. 26.58 million pertaining to year 2015-16. For the purpose of this statement the amount has been adjusted in the respective years.

g) Tax impact of adjustments

Deferred tax has been computed on adjustments made as detailed above and has been adjusted in the restated consolidated statement of profit and loss for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 & 2012 and the balance brought forward in the Restated Consolidated Statement of Profit and Loss as at April 1, 2011.

h) Employee Benefits

During the year ended March 31, 2016 the Company has changed the policy regarding gratuity benefit payable. The gratuity benefit payable was restricted to statutorily required amount to all the employees, such restriction was removed in the year 2015-16 for certain class of employees. Accordingly, the liability for gratuity benefits payable to in future calculated by independent actuary is without considering the said restriction. For the purpose of this statement, expenses pertaining to earlier years have been adjusted to the respective years to which they relate and expenses relating to the period prior to the year ended March 31, 2011 have been adjusted to the opening balance of Statement of profit and loss.

ii) Restatement adjustments made in the audited opening balance figures in the net surplus in the restated consolidated statement of profit and loss as at April 1, 2011.

(Rs. in million)

Particulars	Amount
Net surplus in statement of profit and loss as at April 1, 2011 as per audited consolidated financials statements	**907.29**
Restatement Adjustments for :-	
Provision for doubtful debts	4.42
Excess provision written back	25.78
Advances written off	(70.71)
Depreciation	(10.64)
Prior Period Expenses	(0.27)
Employee benefit	(16.31)
Short / Excess provision of Income Tax	41.09
Total adjustments	**(26.64)**
Deferred tax impact on adjustments	23.00
Net surplus in the consolidated statement of profit and loss as at April 1, 2011 (as restated)	**903.65**

3) MATERIAL REGROUPING

Adjustments have been made in the Restated Consolidated Summary Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited consolidated financial statements of the Company as at and for the three months ended June 30, 2016, prepared in accordance with Schedule III of the Act and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended). Accordingly, the Company has presented the Restated Consolidated Summary Financial Information as at June 30, 2016 and as at March 31, 2016, 2015, 2014, 2013 and 2012 and for the three months ended June 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 following the requirements of Schedule III of the Act.

ANNEXURE IV-D - NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

1) Contingent Liabilities (to the extent not provided for)

i) Contingent liabilities

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
a) Outstanding letters of credit	313.67	296.76	257.87	230.55	199.43	340.95
b) Guarantees given by company's bankers	199.00	191.56	165.71	148.27	108.09	75.93
c) Corporate guarantee given to Bank of India, London for the loan taken by Amann Druckguss GmbH(Loan fully paid and said guarantee is released by bank on June 19, 2013).	-	-	-	-	375.54	591.14
d) Corporate guarantee given to Andhra Bank for the loan taken by MM (Earlier known as EMM), said guarantee is released by bank on July 25, 2013.	-	-	-	-	110.00	110.00
e) Corporate guarantee given to Bank of Baroda for the loan taken by (Earlier known as EMM), said guarantee is released by bank on July 29, 2013.	-	-	-	-	70.00	70.00
f) Standby letter of Credit given by Company's bankers	2.67	2.67	3.11	-	-	113.79
g) Disputed excise demand#	47.62	44.13	42.85	41.11	41.12	138.23
h) Claims by suppliers under dispute	-	-	-	-	0.45	0.45
i) Service tax matters#	17.01	15.22	26.29	17.17	14.15	11.87
j) Sales tax matters#	88.90	88.90	84.31	57.69	1.94	0.08
k) Income tax matters#	139.07	139.07	78.23	41.68	6.47	126.87
l) Employee related disputes #	24.75	24.45	23.75	23.30	23.00	4.50
m) Environment pollution control matters**	26.57	26.57	-	-	-	-
n) Relating to registration taxes paid for acquisition of subsidiaries	33.77	33.81	-	-	-	-
o) Claim for joint liabiity on labour related litigation by subcontractors' employee	1.00	-	-	-	-	-
Total	**894.03**	**863.14**	**682.12**	**559.77**	**950.19**	**1,583.81**

** Hon'ble National Green Tribunal has directed Company to deposit Rs. 100 Mn based on the initial report of M.S. University, Baroda for alleged inappropriate discharge of industrial effluents. Based upon MPCB claim submission, NGT vide order dated 8th July, 2016 instructed to refund Rs 70 million against the deposit given, which was duly received on 28th July, 2016.

Future cash outflows, if any, in respect of these matters are determinable only on receipt of judgments / decisions pending at various stages before the appellate authorities. The management is of the opinion that the matters would be resolved in favour of the Company.

ii) Import of capital goods under EPCG Scheme

The Company has imported capital goods under the Export Promotion Capital Goods Scheme (EPCG) of the Government of India, at concessional rates of duty on an undertaking to fulfill quantified future export obligations. Non fulfillment of such future obligations, entails options/rights to the Government to confiscate the capital goods imported under the said licenses and levy other penalties under the above referred scheme.

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
Export obligation for import of capital goods under EPCG	1,714.88	930.92	1,665.95	3,014.88	3,172.50	2,920.48

iii) Commitments

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance): - Tangible assets	1,268.56	1,479.78	1,503.62	706.69	461.86	495.68
Other commitments - Aluminum alloy purchases contracts remaining to be executed	2,867.69	1,256.46	2,913.54	1,582.11	892.29	3,016.26
Total	**4,136.25**	**2,736.24**	**4,417.16**	**2,288.80**	**1,354.15**	**3,511.94**

2) In conformity with the principles set out in the Accounting Standard-15 (Revised), liability for employee benefits needs to be determined by an actuary appointed for the purpose, the disclosures are given below:

a) Defined contribution plan:

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
Employers contribution to provident fund/pension fund	26.61	93.41	84.41	74.61	62.43	54.28
Employers contribution to superannuation fund	2.59	9.17	6.79	5.60	3.91	2.98
Employers contribution to ESIC	0.73	3.18	6.09	8.36	8.42	8.30
Total	**29.93**	**105.76**	**97.29**	**88.57**	**74.76**	**65.56**

Note: Above contributions are included in contribution to provident fund and other funds reported in of employee benefit expenses.

b) Defined benefit plan:

The defined benefit plan comprises of gratuity (included as part of contribution to provident fund and other funds in employee benefit expenses). The Company provides for its liability towards gratuity as per actuarial valuation. The present value of accrued gratuity minus fund value with Life Insurance Corporation of India is provided in the books of account.

c) Employees severance indemnity :

The actuarial evaluation of Retirement Indemnity fund is made according to the “accrued benefit” methodology by means of the Projected Unit Credit Method. Such methodology is substantiated by evaluations accounting for current average value of pension bonds accrued on the basis of the worker’s service until the time when that evaluation is made.

i) Reconciliation of benefit obligation:

(Rs. in million)

Particulars	As at June 30, 2016		As at March 31,									
			2016		2015		2014		2013		2012	
	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic
	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity
Liability at the beginning of the period / year	149.30	297.23	132.56	249.99	40.99	179.86	35.91	155.28	34.27	121.77	40.93	89.18
Acquisition Adjustment			-	-	114.46	-	-	-	-	-	-	-
Interest cost	-	5.64	1.44	16.31	1.52	13.55	0.85	10.42	1.29	8.42	1.49	5.85
Service cost	2.67	8.35	13.65	39.37	2.09	39.05	-	31.05	-	24.86	-	15.73
Benefit paid	-	(0.61)	(13.47)	(7.32)	(9.60)	(4.22)	(3.03)	(9.57)	(5.74)	(5.73)	(12.31)	(4.23)
Actuarial (gain) / loss on obligations	-	12.59	0.16	(1.12)	6.14	21.75	(0.28)	(7.32)	5.49	7.31	1.62	15.24
Exchange variation	(0.19)	-	14.96	-	(23.04)	-	7.54	-	0.60	-	2.54	-
Reduction of liability relating to EMM			-	-	-	-	-	-	-	(1.35)	-	-
Liability at the end of the period / year	**151.78**	**323.20**	**149.30**	**297.23**	**132.56**	**249.99**	**40.99**	**179.86**	**35.91**	**155.28**	**34.27**	**121.77**

ii) Reconciliation of fair value of plan assets:

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
	Domestic	Domestic	Domestic	Domestic	Domestic	Domestic
Fair value of plan assets at the beginning of the period / year	125.97	62.57	47.74	33.28	32.34	22.25
Expected return on plan assets	2.48	7.76	4.57	3.39	2.69	1.79
Contributions	-	65.02	15.00	21.76	3.75	11.56
Benefit paid	(0.61)	(7.32)	(4.22)	(9.57)	(5.74)	(4.23)
Actuarial gain / (loss) on obligations	0.06	(2.06)	(0.52)	(1.12)	0.24	0.97
Fair value of plan assets at the end of the period / year	**127.90**	**125.97**	**62.57**	**47.74**	**33.28**	**32.34**
Total actuarial gain / (loss) to be recognised	**(0.11)**	**(0.94)**	**(22.27)**	**6.20**	**(7.07)**	**(14.27)**

iii) Amount to be recognized in balance sheet:

(Rs. in million)

Particulars	As at June 30, 2016		As at March 31,									
			2016		2015		2014		2013		2012	
	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic
	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity
Liability at the period / year	151.78	323.20	149.30	297.23	132.56	249.99	40.99	179.86	35.91	155.28	34.27	121.77
Fair value of plan assets at the end of period / year	-	127.90	-	125.97	-	62.57	-	47.74	-	33.28	-	32.34
Amount to be recognised in the balance sheet	151.78	195.30	149.30	171.26	132.56	187.42	40.99	132.12	35.91	122.00	34.27	89.43

(Rs. in million)

Particulars	As at June 30,	As at March 31,				
	2016	2016	2015	2014	2013	2012
Excess of fair value of plan assets over the liability as at the year-end in respect of one of the subsidiaries.	-	-	-	-	3.85	2.44

iv) Expenses recognised in the Restated Statement of Profit and Loss under the head employee benefit expenses:

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
	Domestic	Domestic	Domestic	Domestic	Domestic	Domestic
Current service cost	8.35	39.37	39.05	31.05	24.86	15.74
Past service cost	-	-	-	-	-	-
Interest cost	5.64	16.31	13.55	10.42	8.42	5.85
Expected return on plan assets	(2.48)	(7.76)	(4.57)	(3.39)	(2.69)	(1.78)
Net actuarial (gain) / loss recognized	12.53	0.94	22.27	(6.20)	7.07	14.27
Expenses recognized Statement of Profit and Loss	24.04	48.86	70.30	31.88	37.66	34.08

(Rs. in million)

Particulars	As at June 30,	As at March 31,				
	2016	2016	2015	2014	2013	2012
In addition to above company paid gratuity directly to left employees	-	-	-	-	8.54	1.41

In respect of funded benefits with respect to gratuity, the fair value of plan assets represents the amounts invested through "Insurer Managed Funds".

v) Experience History

Particulars	As at June 30,	As at March 31,				
	2016	2016	2015	2014	2013	2012
Defined benefit obligation at end of the period / year	323.20	297.23	249.99	179.86	155.28	121.77
Plan assets at end of the period	127.90	125.97	62.57	47.74	33.28	32.34
Funded status – surplus/(deficit)	(195.30)	(171.26)	(187.42)	(132.12)	(122.00)	(89.43)
Experience gain / (loss) adjustments on plan liabilities	(12.59)	2.74	1.73	(4.91)	(3.47)	(16.68)
Experience (gain) / loss adjustments on plan assets	(0.25)	1.97	0.52	1.12	(0.24)	(0.97)

vi) Principal actuarial assumptions:

Particulars	As at June 30,		As at March 31,									
	2016		2016		2015		2014		2013		2012	
	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic
	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity
Discount rate	0.82%	7.60%	0.82%	7.60%	1.14%	7.80%	2.08%	9.20%	2.10%	8.10%	4.00%	8.50%
Rate of return on plan Assets	-	7.90%	-	8.50%	-	8.60%	-	8.60%	-	8.60%	-	8.60%
Salary escalation	1.00%	6.00%	1.00%	6.00%	1.00%	6.00%	2.00%	6.00%	2.00%	6.00%	2.00%	6% to 8.5%
Attrition rate	-	8.00%	-	8.00%	-	8.00%	-	8.00%	-	8.00%	-	8.00%

a) The discount rate is based on the prevailing market yields of Government securities as at the balance sheet date for the estimated terms of the obligations as certified by the actuary.
b) Expected rate of return of plan assets: This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.
c) Salary escalation rate: The estimates of future salary increases considered taking into the account the inflation, seniority, promotion and other relevant factors.

vii) Compensated absences:

(Rs. in million)

Particulars	As at June 30,	As at March 31,				
	2016	2016	2015	2014	2013	2012
Amount charged to Statement of Profit and loss	12.98	16.77	30.38	1.59	9.85	15.73
Liability at the end of the year/period	99.37	87.53	80.53	55.91	55.93	49.12

3) Earnings per share (EPS)

(Rs. in million)

Particulars	During the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Profit after tax and share of minority but before extra-ordinary expenses / income (Rs.in million)	800.51	2,911.98	2,523.78	2,093.05	1,692.93	1,823.03
Less:- Extraordinary expenses (Rs.in million)	-	-	-	48.28	-	-
Less: Dividend and tax thereon on preference shares (Rs.in million)	-	-	0.69	1.97	1.77	1.66
Earnings attributable to Equity Share holders before extraordinary expenses (Rs.in million)	800.51	2,911.98	2,523.09	2,091.08	1,691.16	1,821.37
Earnings attributable to Equity Share holders after extraordinary expenses (Rs.in million)	800.51	2,911.98	2,523.09	2,042.80	1,691.16	1,821.37
Weighted number of ordinary shares for the purpose of basic and diluted earnings per share (Refer note below)	140,662,848	140,662,848	140,662,848	140,662,848	140,807,715	140,842,888
Nominal value of equity shares Rs.(Refer Annexure V)	10.00	10.00	10.00	10.00	10.00	10.00
Basic & diluted earnings per share Rs.						
-Before extraordinary items	5.69	20.70	17.94	14.87	12.01	12.93
-After extraordinary items	5.69	20.70	17.94	14.52	12.01	12.93

Note : Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year and subsequent to the balance sheet date but before approval of accounts in the board is multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. since the consolidation in face value of equity shares from Rs. 4 each to Rs. 10 each fully paid up and the issue of bonus shares in the ratio of 7 fully paid up equity shares of face value of Rs. 10 each for each existing equity shares of face value of Rs. 10 each is an issue without consideration, the issue is treated as if it had occurred in the beginning of the year 2011-12, the earliest period reported.

4) Industrial Promotion Subsidy :

The Company received Eligibility Certificates (ECs) for different plants in Waluj, Aurangabad, Chakan, Pune for Industrial Promotion Subsidy under Package Scheme of Incentives, 2007 of Maharashtra state ('the scheme'). In terms of the Scheme and based on the ECs received, the incentives are sanctioned and disbursed by the relevant authorities on confirmation of compliance with conditions prescribed in the Scheme. The income accrued and included in other income in respective mentioned below :-

(Rs. in million)

Particulars	During the three months ended June 30, 2016	During the year ended March 31,				
		2016	2015	2014	2013	2012
Income accrued and included in other income	-	93.94	119.37	30.88	48.02	-

5) Deferred government grants :

In case of EOSRL, Italian government accorded grant of EUR 924,233 in connection with capital expenditures incurred during the period June, 2014 to March, 2015. This grant will be receivable in the form of tax credits in 3 yearly installments starting from September, 2017. This grant will be recognised in the Consolidated Statement of Profit and Loss on a systematic basis over the useful life of asset. During the period ended 30th June, 2016, amount recognised in the statement of profit & loss of EUR 42,656 against above referred grant.

6) Break up of deferred tax (asset)/liability

(Rs. in million)

Nature of timing difference	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Deferred Tax Liabilities						
On difference between book balance and tax balance of Fixed assets	-	-	-	-	84.56	159.49
On others	54.19	52.29	20.92	55.60	26.14	25.78
Deferred Tax Assets						
On difference between book balance and tax balance of Fixed assets	57.83	33.77	74.13	22.33	-	-
Brought forwarded losses/unabsorbed losses	-	-	37.17	4.01	-	36.71
Disallowances u/s Sec.40 (a) (ia) of the Income Tax Act 1961	1.11	1.11	-	-	-	-
Disallowances u/s Sec.43B of the Income Tax Act, 1961	82.83	70.42	58.64	77.60	60.26	60.13
Disallowances u/s Sec.35DD & 35DDA of the Income Tax Act, 1961	-	-	-	-	5.70	1.17
On others	205.40	180.92	59.43	59.78	40.15	5.52
Net deferred tax (asset)/liability	**(292.98)**	**(233.93)**	**(208.45)**	**(108.12)**	**4.59**	**81.74**
Disclosed by adding up assets/liability of every subsidiary						
Deferred tax liabilities	11.85	10.96	13.97	23.29	44.37	82.53
Deferred tax assets	304.83	244.89	222.42	131.41	39.78	0.79

7) Disclosure in respect of operating lease

a) Assets taken on lease

(i) Total of Present Value

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
The total of present value for a period:-						
- Not later than 1 year	32.16	31.25	19.05	78.08	67.82	99.63
- Later than 1 year and not later than 5 year	61.78	75.22	62.49	211.90	230.63	176.88
- Later than 5 years	1.26	2.61	4.26	-	4.69	189.53

Particulars	June 30,2016	2016	2015	2014	2013	2012
Amount charged to the statement of profit and loss for operating lease	20.11	71.72	94.92	96.08	100.22	169.01

b) Assets given on lease

Details of future lease rentals receivable : **(Rs. in million)**

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
The total of minimum lease payments for a period :-						
- Not later than 1 year	7.04	7.04	7.04	6.17	9.26	9.26
- Later than 1 year and not later than 5 year	2.93	4.69	11.73	-	6.17	15.43
- Later than 5 years	-	-	-	-	-	-

General description of the operating lease:

1. The company entered into an operating lease agreement for transfer of its office premises located in Kalyaninagar, Pune (leased asset).

2. The agreement has been entered by the company for a period of three years commencing December 1, 2014. The first two years of the agreement remain as lock in period starting December 1, 2014.

3. The agreement does not provide for any escalation in the lease rentals during the period of the lease.

8) Disclosure in respect of finance leases:

a) Assets taken on lease

(i) Total of minimum lease payments

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
The total of minimum lease payments for a period :-						
- Not later than 1 year	296.92	240.89	174.27	95.48	89.66	39.55
- Later than 1 year and not later than 5 years	576.20	482.17	439.58	258.91	288.67	141.66
- Later than 5 years	367.54	371.24	317.85	37.35	65.09	67.52

(ii) Total of present value **(Rs. in million)**

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
The total of present value for a period :-						
- Not later than 1 year	194.25	198.31	134.75	75.90	63.13	30.90
- Later than 1 year and not later than 5 years	442.99	426.45	310.28	201.04	221.65	91.12
- Later than 5 years	316.34	316.24	254.56	14.60	17.85	13.73

9) Property purchase contract and lease agreement with purchase option dated December 17, 2003

Endurance Amann GmbH (erstwhile Amann Druckguss GmbH) had taken over from Amann Druckguss KG as its legal successor in relation to the property purchase contract and lease agreement with purchase option concluded by the latter.

Endurance Amann sold its property in Massenbachhausen, Jahnstr. Sub-plot no. 777/1, with a total surface area of 15,727 m² including a production facility, warehouse and administration building to Alyssum Grundstücksverwaltungsgesellschaft GmbH & Co. Vermietungs-KG, Wiesbaden, (sale and leaseback).

The deed of conveyance was dated December 17, 2003; possession, rewards, encumbrances and risks were transferred to the buyer at year-end 2003. The purchase price amounted to EUR 6.00 million plus VAT of EUR 0.98 million and was paid in February 2004.

Also on 17th December, 2003, Endurance Amann entered into a lease agreement with purchase option with the buyer of the property, under which it leases the property back as of January 1, 2004. Endurance Amann has a purchase option once the fixed lease term of 16.5 years expires.

While the annual rent decreases sequentially over the term of the agreement, the tenant loan increases accordingly. The total expense remains constant at EUR 0.62 million p.a. until December 31, 2013.

After the expiry of the lease term of 16.5 years, the tenant loan will be either repaid to the company under review or offset against the purchase price liability, should the company under review decide to exercise its purchase option.

The purchase option was granted as part of a purchase agreement subject to a condition. This condition is triggered by the holder of the purchase option exercising the option at the end of the rental agreement. If the purchase option is exercised, the purchase price corresponds to the net book value for tax purposes based on straight- line depreciation.

Under these agreements, Josef and Vroni Amann GbR leases the properties in Massenbachhausen, Benzstr 1 and 3 (sub-plot nos. 6759/1 and 6759/3) to the company under review (total surface area: 7,587 m²) including production halls and land improvements. The annual rent amounts to Euro 205,000.

The lease agreement expired on December 31, 2012 and subsequently the same has been renewed for the period of another 6 years from January 1, 2013 to December 31, 2018.

The running costs of the property and all maintenance costs excluding structural repairs are borne by the tenant.

10) Derivative transactions

a) The Group uses forward exchange contract, currency swaps, currency options to hedge its exposure in foreign currency and interest rates. The information on derivative instruments is as follows:

Details of Forward Exchange Contract, Currency swaps, Currency options

(Rs. in million)

Particulars	Currency	As at June 30,		As at March 31,									
		2016		2016		2015		2014		2013		2012	
		Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees
Forward Contract - USD-INR	USD	8.20	554.22	8.67	575.28	11.05	691.54	18.65	1,120.58	42.49	2,311.03	31.04	1,587.72
Forward Contract - EUR-INR	EUR	0.83	62.19	1.56	117.21	1.24	83.88	1.23	101.80	1.41	98.17	2.14	146.46
Forward Contract - JPY-USD	JPY	-	-	-	-	-	-	12.40	7.29	87.43	50.50	129.20	80.66
Forward Contract - JPY –INR	JPY	85.00	56.02	45.00	26.58	91.40	47.63	141.83	83.44	250.17	144.50	457.31	285.50
Forward Contract - EUR- USD	EUR	-	-	-	-	-	-	-	-	1.73	120.59	1.73	118.50
Currency Swap option-JPY-USD	JPY	-	-	-	-	-	-	-	-	-	-	324.87	202.82
Options -USD-INR Contracts on JPY -USD Currency Swap Options	USD	-	-	-	-	-	-	-	-	-	-	2.85	145.76
Fixed Currency Swap Euro-INR	EURO	-	-	-	-	1.30	87.76	4.50	371.59	4.90	340.76	11.88	811.88
Fixed Currency Swap JPY-INR	JPY	-	-	-	-	-	-	20.50	12.06	242.58	140.11	549.32	342.94
Fixed Currency Swap USD –INR	USD	7.24	489.50	9.17	608.08	16.88	1,056.39	15.00	901.50	15.00	815.84	-	-
Coupon only Swap USD-INR	USD	4.31	291.60	4.88	323.37	7.13	445.96	9.00	540.90	3.00	163.17	-	-
Option's - USD-INR	USD	-	-	-	-	-	-	-	-	-	-	5.86	299.68
Fixed Currency Swap USD –INR	USD	-	-	-	-	-	-	-	-	-	-	15.00	767.35

b) Foreign currency exposures that are not hedged by derivative instruments

(Rs. in million)

Particulars	Currency	As at June 30,		As at March 31,									
		2016		2016		2015		2014		2013		2012	
		Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees
Term loans / Buyer's credit/ PCFC	EURO	0.40	30.00	0.61	45.87	1.05	70.63	1.08	89.06	2.11	146.54	-	-
	USD	8.39	567.37	9.10	603.77	10.48	656.03	7.54	453.26	2.25	122.36	4.80	245.81
Interest on term loans / Buyer's credit	EURO	0.01	0.52	-	-	0.00	0.02	0.00	0.22	0.02	1.45	0.04	2.47
	USD	-	-	0.01	0.51	0.01	0.87	0.09	5.37	0.66	36.09	0.39	19.79
	JPY	-	-	-	-	-	-	1.10	0.64	7.33	4.24	3.43	2.14
Trade receivables	USD	1.44	97.55	2.29	151.62	2.60	162.67	1.18	71.07	1.43	78.01	1.47	75.01
	EURO	0.40	30.26	0.42	31.48	0.68	45.86	0.99	82.04	1.79	124.09	3.08	210.71
Trade payable	USD	0.35	23.77	0.63	41.99	1.95	121.83	0.97	58.13	0.44	23.64	2.73	139.58
	EURO	0.35	26.24	0.62	46.86	0.56	37.73	1.16	95.48	0.65	44.60	0.45	30.89
	GBP	0.00	0.18	0.00	0.47	0.01	0.60	0.00	0.07	0.00	0.28	0.01	1.06
	JPY	1.80	1.19	0.02	0.01	5.35	2.79	11.91	7.01	4.39	2.53	-	-
Advances paid	EURO	0.06	4.73	0.05	3.66	0.15	10.28	0.91	74.94	0.27	19.00	0.04	2.94
	JPY	12.68	8.36	12.52	7.40	6.11	3.18	18.14	10.67	21.47	12.40	25.96	16.21
	GBP	-	-	0.00	0.27	-	-	-	-	-	-	-	-
	USD	0.78	52.55	0.43	28.27	1.92	120.05	0.94	56.31	0.52	28.41	2.31	118.42
	CHF	-	-	-	-	-	-	0.00	0.03	-	-	-	-
Advances received	EUR	-	-	0.01	0.56	-	-	0.01	0.48	0.11	7.75	0.10	7.03
	USD	0.17	11.33	0.14	9.06	0.18	11.17	0.09	5.48	0.93	50.56	0.25	12.73

11) Joint venture : Magneti Marelli Shock Absorbers (I) Pvt Ltd (Earlier known as Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd)

a) During the year 2008-09 Endurance Magneti Marelli Shock Absorbers (India) Private Limited (EMM) was promoted jointly by the Company and Magneti Marelli Holding SpA, Italy (now known as Magneti Marelli SpA) for manufacture of shock absorbers, semi-corner modules, gas springs of four and above wheeled vehicles. The total investment made by the Company in EMM as at March 31, 2012 amounts to Rs. 319.50 Million (previous year Rs. 167.50 Million) representing shareholding of 50% share in the paid up Share Capital of EMM.

b) The proportionate share of assets and liabilities and income and expenditure, contingent liabilities and capital commitments of the joint venture company included in the consolidated financial statements are given below:

(Rs in million)

Particulars	As at October 17, 2012	As at March 31, 2012
Liabilities		
Current Liabilities		
Short term borrowings	33.64	31.12
Trade payables	183.66	131.95
Other current liabilities	100.64	71.41
Short term provisions	2.79	1.88
Non-Current Liabilities		
Long term borrowings	62.03	66.82
Long term provisions	1.68	1.34
Assets		
Current Assets		
Inventories	70.85	45.35
Trade receivables	41.81	42.57
Cash and cash equivalents	1.36	10.78
Short term loans and advances	53.68	43.75
Non-Current Assets		
Fixed assets	319.83	280.17
Long term loans and advances	12.62	14.59
Other non-current assets	0.88	0.47
Income		
Sales and Operating Income	135.69	173.30
Other Income	0.13	1.95
Expenditure		
Manufacturing and Other Expenses	175.61	228.73
Interest Expense	8.93	12.02
Depreciation	12.84	15.18
Provision for Tax		-
Profit/(Loss) after Tax for the year	(61.56)	(80.68)
		-
Contingent Liabilities	-	-
Capital Commitments	-	17.98

12) **Scheme of Amalgamation**

Pursuant to the Scheme of Amalgamation ("the Scheme") under Sections 391 to 394 read with sections 78, 100 to 103 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay vide Order dated January 10, 2014 (a certified true copy of which was received by the Company on January 24, 2014) and filed with the Registrar of Companies on February 10, 2014 (the 'effective date'), High Technology Transmission Systems (India) Private Limited ('HTTS'), a wholly owned subsidiary of the Company (after acquiring 1% equity share of HTTS on July 26, 2013), had been amalgamated with the Company with effect from the Appointed Date i.e. April 1, 2013. The said Scheme of Amalgamation was approved by the Board of Directors of the Company in their meeting held on August 14, 2013.

Upon the Scheme becoming effective, all the assets and liabilities and reserves (including Balance in the Statement of Profit & Loss) as appearing in the books of account of HTTS as on the Appointed Date are required to be recorded at the book values and in the same form as appearing in the books of HTTS in accordance with "Pooling of Interest Method" laid down by Accounting Standard 14 (Accounting for Amalgamations) prescribed under Companies (Accounting Standards) Rules, 2006 issued by the Institute of Chartered Accountants of India.

Further, in accordance with the terms of the Scheme, the business and activities carried out by HTTS from the Appointed date (April 1, 2013) to the Effective Date (February 10, 2014) shall be deemed to have been carried out on account of the Company. Accordingly, the financial statements of the Company including the notes in this Schedule for the previous year 2013-14 have been prepared including the transactions (during the previous year 2013-14), assets and liabilities (as at March 31, 2014) of HTTS. Further as per the terms of the Scheme, Investments in Shares of the HTTS held by ETPL has been adjusted against Share Capital of the HTTS and the difference between cost of investment in HTTS in the books of ETPL is adjusted against General Reserve account of the ETPL. Further the authorised share capital of the Company has automatically increased by Rs. 160 million, being the authorised share capital of HTTS.
This amalgamation with the Company is non-cash transaction.

13) **Investments in overseas companies**

Endurance Amann GmbH -Germany (earlier known as Amann Druckguss GmbH)

The total investment of the Company in Endurance Amann (a wholly owned subsidiary of the Company) as on June 30, 2016 amounts to Euro 30.94 million (Rs. 1930.74 million).

The Company had issued two Corporate Guarantees and given lien on shares of Endurance Amann held by it in favor of Bank of India, London (BOI) for the credit facilities aggregating to Euro 17 million provided to Endurance Amann. Endurance Amann has prepaid the entire outstanding credit facilities and consequently security release agreement has been executed on June 19, 2013 whereby the Corporate Guarantee issued by the Company stands revoked.

The Equity of Endurance Amann GmbH, Germany amounting to Euro 3.25 million is represented by stock. Euro 0.2 million is held by Endurance Amann as treasury shares.

During September, 2015, 5% minority stake of V&P SrL in EOSRL was acquired by Endurance Amann GmbH for a total consideration of Euro 4.62 million.

Endurance Overseas Srl, Italy

During the year 2007-08, the Company incorporated a 100% Subsidiary in Italy, named Endurance Overseas Srl (EOSRL). EOSRL further acquired 51% Stake in Fondalmec S.p.A, Italy (Fondalmec) in May, 2007

During the year 2009-10, EOSRL increased its initial 51% stake in the Fondalmec to 100%. On December 2, 2009 EOSRL executed necessary agreement for acquisition of the residual 49% stake in Fondalmec for a total consideration of Euro 14 million, out of which Euro 7 million were paid to the Transferor of shares at the time of transfer of the shares and balance Euro 7 million was to be paid in instalments, the last instalment was paid in April, 2014.

The total investment in EOSRL as at June 30, 2016 stands at Euro 25.81 million (Rs. 1,705.79 million).

14) **Disclosure of goodwill (on consolidation)**

(Rs. in million)

Particulars	**As at June 30, 2016**	**As at March 31,**				
		2016	**2015**	**2014**	**2013**	**2012**
Opening balance	1,448.43	1,107.77	1,379.24	1,167.94	1,150.04	1,077.09
Add: Due to acquisition of minority stake in EOSRL by Endurance Amann	-	216.19	-	-	-	-
Add: Impact of foreign currency translation	(1.75)	127.97	(254.07)	219.77	20.30	75.87
Less: Restated adjustment	-	(3.50)	(17.40)	(8.47)	(2.40)	(2.92)
Closing balance	**1,446.68**	**1,448.43**	**1,107.77**	**1,379.24**	**1,167.94**	**1,150.04**

In the audited consolidated financial statements of the group, certain doubtful debts, provisions and income tax provisions were written off / written back relating to step down subsidiary before its acquisition. For the purpose of this statement, adjustments pertaining to period before acquisition of step down subsidiary are adjusted against the goodwill.

15) **Disclosure of capital reserve (on consolidation)**

(Rs. in million)

Particulars	**As at June 30, 2016**	**As at March 31,**				
		2016	**2015**	**2014**	**2013**	**2012**
Opening balance at the beginning of the year	-	-	-	56.00	56.00	52.72
Add : Capital reserve on further stake in HTTS	-	-	-	-	-	3.28
Less : Adjustment due to Amalgamation	-	-	-	56.00	-	-
Closing balance	-	-	-	-	**56.00**	**56.00**

16) **Consolidated segment information**

The Group is mainly engaged in the business of automobile components. This is in the context of AS- 17 'Segment Reporting', considered to constitute one single reportable primary segment.

Secondary segment (geographical segment)

(Rs. in million)

Particulars	During the three months ended June 30, 2016	For the year ended March 31, 2016	2015	2014	2013	2012
Revenue						
India	9,398.97	35,594.51	34,024.57	30,191.52	28,989.80	29,311.92
European Countries	4,950.86	16,145.16	14,709.66	11,190.11	9,084.99	8,855.38
Others	179.59	1,005.79	760.15	1,022.13	433.99	255.64
Total	**14,529.42**	**52,745.46**	**49,494.38**	**42,403.76**	**38,508.78**	**38,422.94**
Segment Assets						
India	18,129.35	16,241.32	15,121.09	15,749.73	16,570.05	16,512.58
European Countries	17,949.62	16,670.08	12,736.90	9,425.08	6,858.27	6,845.68
Others		-	-	-	-	-
Total	**36,078.97**	**32,911.40**	**27,857.99**	**25,174.81**	**23,428.32**	**23,358.26**
Capital Expenditure						
India	786.00	2,323.87	1,549.50	1,535.09	1,808.87	1,794.21
European Countries	827.83	2,919.06	2,004.95	1,060.09	473.06	846.74
Others	-	-	-	-	-	-
Total	**1,613.83**	**5,242.93**	**3,554.45**	**2,595.18**	**2,281.93**	**2,640.95**

17) **Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Principal amount payable to Micro, Small and Medium Enterprises (to the extent identified by the Company from the available information and relied upon by the auditors) is as follows :

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
Principal amount payable to Micro, Small and Medium Enterprises	485.27	497.73	446.08	320.06	163.92	235.47
Unpaid amount outstanding for more than 45 days	-	-	-	-	-	-
Interest paid in terms of Section 16 of Micro, Small and Medium Enterprises	-	-	-	-	-	-
Amount of interest accrued and remaining unpaid	-	-	-	-	-	-

In the opinion of the Management amount is paid to suppliers within 45 days during the period, as such, no interest is payable

18) **Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 for the period ended 30th June, 2016 :**

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of profit or loss	
	As % of consolidated net assets	Amount (Rs. in million)	As % of consolidated profit or loss	Amount (Rs. in million)
Parent				
Endurance Technologies	67.01%	10,287.45	69.99%	538.82
Subsidiaries (Foreign)				
1 Endurance Amann	10.14%	1,557.13	12.82%	117.75
2 Endurance Overseas	22.92%	3,518.37	17.89%	152.24
Inter-company eliminations	-0.07%	(10.63)	0.00%	(8.30)
Total	100.00%	15,352.32	100.00%	800.51

19) **Consolidation, reclassification of shares and issue of Bonus shares**

Pursuant to the approval of the members at the Extra ordinary General Meeting of the Company held on May 18, 2016 for consolidation of the Equity Shares of the Company, 2.5 Equity Shares of face value of Rs.4 each was consolidated to 1 Equity Share of Rs.10 each. The effective date for the said Consolidation is May 18, 2016. Resulting in 86,500,000 equity shares of Rs. 10 each. Further, the redeemable preference shares capital has been reclassified into 2,000,000 equity shares of Rs. 10 each. Further, the Company has increased the authorised share capital from Rs 885.00 Million to Rs. 1650 Million vide shareholders approval dated May 18, 2016.

Subsequently, the Company has issued bonus shares (123,079,992 equity shares for consideration other than cash) in the ratio of 7:1 (7 bonus shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on May 17, 2016 and resolution passed by Shareholders at the Extraordinary General Meeting held on May 18, 2016 through capitalisation of the Capital redemption reserve and Securities premium of Rs. 1230.80 Million. These equity shares have been allotted on May 29, 2016.

20) **Extraordinary Items**

Extraordinary expenses of 2013-14 includes Employee separation expenses of Rs. 48.28 million pertaining to Italian subsidiary represents the amount paid as separation cost and employees severance indemnity for 16 employees in connection with approved restructuring plan.

21) **Exceptional Items include**

In the year ended March 31, 2013, following is included in exceptional item:

(i) Effective October 17, 2012 the Company has ceased to be a shareholder in Endurance Magneti Marelli Shock Absorbers (India) Private Limited (EMM). The Company has credited the net gain of Rs. 44.15 million arising from the difference between the sale proceeds and the cumulative losses of the past years to the Statement of Profit and Loss for as an exceptional item.

(ii) During the year ended March 31, 2013 the Company has incurred expenses amounting to Rs. 123.97 million in respect of full and final settlement of Key Managerial Personnel of Endurance Amann GmbH and the same has been debited to the Statement of Profit and Loss for as an exceptional item.

22) **Redeemable Preference Shares**

During the year 2009-10, the Company converted the loan taken from Directors / Shareholders amounting to Rs. 16.8 million into Redeemable Preference Shares (RPS) of Rs. 10/- each (as per stipulation from Bankers) with coupon rate of 8% p.a. from the date of allotment of the RPS and for the year 2010-11. In accordance with the terms of allotment, the coupon rate increased to 8.5% p.a. in the year 2011-12, 9% p.a. in the year 2012-13 and 10% p.a. in the year 2013-14 and for a further period till the date the same are redeemed. The RPS were to be redeemed for cash at par on the date of adoption of the Annual Accounts for the financial year ended March 31, 2014 by shareholders in the Annual General Meeting or the date of repayment of the restructured loan of the banks from whom Company has availed working capital limit aggregating to Rs. 2,383 million, whichever is later. Accordingly, as per the terms of allotment, RPS have been redeemed at par on August 7, 2014.

23) During the three months period ended 30th June, 2016, the Company has made payments amounting to Rs. 32.62 million towards costs incurred in respect of proposed Initial Public Offering (IPO) and the same has been shown as part of 'Other receivables' under Annexure XVII Other Current Assets and will be adjusted after completion of the IPO.

24) In preparation of these consolidated financial statements, no adjustments have been made for any events (which required an adjustment to or a disclosure in the consolidated financial statements) occurring subsequent to the dates of the individual audit reports on the standalone financial statements issued by the respective auditors of the subsidiaries, joint venture and an associate included in the Group.

25) Previous years' figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

26) Figures pertaining to subsidiary companies have been reclassified wherever necessary to bring them in line with group financial statements.

ANNEXURE V: SUMMARY STATEMENT OF RESTATED CONSOLIDATED SHARE CAPITAL

(a) Authorised, Issued, Subscribed and Paid-up Share Capital:

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Authorized Share Capital:						
Equity Shares (Nos.) (Refer note 2 below)	165,000,000	216,250,000	216,250,000	216,250,000	176,250,000	176,250,000
Face Value (Refer note 2 below)	10	4	4	4	4	4
Amount	1,650.00	865.00	865.00	865.00	705.00	705.00
Redeemable Preference Shares of Rs 10 each	-	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000
Amount	-	20.00	20.00	20.00	20.00	20.00
Issued, Subscribed and Fully Paid up Share Capital:						
Equity Shares (Nos.) (Refer note 2 below)	140,662,848	43,957,140	43,957,140	43,957,140	43,957,140	45,400,783
Face Value (Refer note 2 below)	10	4	4	4	4	4
Amount	1,406.63	175.83	175.83	175.83	175.83	181.60
Redeemable Preference Shares of Rs 10 each (Nos)	-	-	-	1,680,000	1,680,000	1,680,000
Amount (Refer Note IV-D.22)	-	-	-	16.80	16.80	16.80
Total Share Capital	**1,406.63**	**175.83**	**175.83**	**192.63**	**192.63**	**198.40**

(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period/year:

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
No of shares outstanding at the beginning of the period/year						
- Equity shares (Nos) (Refer note 2 below)	17,582,856	43,957,140	43,957,140	43,957,140	45,400,783	43,957,140
- Equity shares (Amount Rs. million)	175.83	175.83	175.83	175.83	181.60	175.83
- Redeemable preference shares (Nos)	-	-	1,680,000	1,680,000	1,680,000	1,680,000
- Redeemable preference shares (Amount Rs. million)	-	-	16.80	16.80	16.80	16.80
Add: Additional shares issued during the year	-					
- Bonus Equity shares (Nos) (Refer note 3 below)	123,079,992	-	-	-	-	1,443,643
- Bonus Equity shares (Amount Rs. million)	1,230.80	-	-	-	-	5.77
- Redeemable preference shares		-	-	-	-	-
- Redeemable preference shares (Amount Rs. million)	-	-	-	-	-	-
Less: Shares bought back/redeemed during the period /year						
- Equity shares (Nos)	-	-	-	-	1,443,643	-
- Equity shares (Amount Rs. million)	-	-	-	-	5.77	-
- Redeemable preference shares (Nos)	-	-	1,680,000	-	-	-
- Redeemable preference shares (Amount Rs. million)	-	-	16.80	-	-	-
No of shares outstanding at the end of the period/year						
- Equity shares (Nos)	140,662,848	43,957,140	43,957,140	43,957,140	43,957,140	45,400,783
- Equity shares (Amount Rs. million)	1,406.63	175.83	175.83	175.83	175.83	181.60
- Redeemable preference shares (Nos)	-	-	-	1,680,000	1,680,000	1,680,000
- Redeemable preference shares (Amount Rs. million)	-	-	-	16.80	16.80	16.80

(c) Details of shares held by each shareholder holding more than 5% shares:

Name of Shareholder	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Equity shares:						
1 Mr. Naresh Chandra ##						
No of Shares	16,910,000	4,500,100	4,500,100	4,500,100	4,500,100	4,488,850
% of Holding	12.02%	10.24%	10.24%	10.24%	10.24%	9.89%
2 Mrs. Suman Jain #						
No of Shares	16,890,000	5,502,750	5,502,750	5,502,750	5,502,750	5,502,750
% of Holding	12.01%	12.52%	12.52%	12.52%	12.52%	12.12%
3 Mr. Anurang Jain						
No of Shares	59,266,320	26,412,400	26,412,400	26,412,400	26,412,400	26,412,400
% of Holding	42.13%	60.09%	60.09%	60.09%	60.09%	58.18%
4 Standard Chartered private Equity (Mauritius) II Ltd						
No of Shares	-	-	-	-	-	833,039
% of Holding	-	-	-	-	-	1.83%
5 Actis Components & System Investments Ltd						
No of Shares	19,295,968	6,029,990	6,029,990	6,029,990	6,029,990	6,640,594
% of Holding	13.72%	13.72%	13.72%	13.72%	13.72%	14.63%
6 Mr. Anurang Jain *						
No of Shares	28,300,000	-	-	-	-	-
% of Holding	20.12%	-	-	-	-	-

Redeemable Preference shares:						
1 Mr. Naresh Chandra						
No of Shares	-	-	-	320,000	320,000	265,000
% of Holding	-	-	-	19.05%	19.05%	15.77%
2 Mrs. Suman Jain						
No of Shares	-	-	-	1,360,000	1,360,000	1,360,000
% of holding	-	-	-	80.95%	80.95%	80.95%

Held by Mr. Naresh Chandra in his capacity as the family trustee of Anurang Rhea Trust ("Anurang Rhea Trust"). The Anurang Rhea Trust is a private family trust settled by Mrs. Suman Jain, pursuant to a deed of settlement dated June 15, 2016 (the "Anurang Rhea Trust Deed"). The trustees of the Anurang Rhea Trust are Mr. Naresh Chandra, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rhea Trust Deed, Mr. Naresh Chandra shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

Held by Mrs. Suman Jain in her capacity as the family trustee of NC Trust ("NC Trust"). The NC Trust is a private family trust settled by Mr. Naresh Chandra, pursuant to a deed of settlement dated June 15, 2016 (the "NC Trust Deed"). The trustees of the NC Trust are Mrs. Suman Jain, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the NC Trust Deed, Mrs. Suman Jain shall, as long as she is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

* Held by Mr. Anurang Jain in his capacity as the family trustee of Anurang Rohan Trust ("Anurang Rohan Trust"). The Anurang Rohan Trust is a private family trust, settled by Mr. Anurang Jain, pursuant to a deed of settlement dated June 11, 2016 as amended by a deed of amendment dated June 23, 2016 (the "Anurang Rohan Trust Deed"). The trustees of the Anurang Rohan Trust are Mr. Anurang Jain and Mrs. Varsha Jain, as the family trustees, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rohan Trust Deed, Mr. Anurang Jain shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

Notes:

1 The Company has only one class of equity shares. Each holder of equity share is entitled to one vote per share held. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets after deducting all its liabilities in proportion to the number of equity shares held.

2 Change in face value of equity shares subsequent to the year end - Pursuant to the approval of the members at the Extra ordinary General Meeting of the Company held on 18th May, 2016 for consolidation of the Equity Shares of the Company, 2.5 Equity Share of face value of Rs.4 each was consolidated to 1 Equity Share of Rs.10 each. The effective date for the said Consolidation is May 18, 2016. Resulting in 86,500,000 equity shares of Rs. 10 each. Further, the redeemable preference shares capital has been reclassified into 2,000,000 equity shares of Rs. 10 each. Further, the Company has increased the authorised share capital from Rs 885.00 million to Rs. 1650 million vide shareholders approval dated May 18, 2016.

3 Subsequently, the Company has issued bonus shares (123,079,992 equity shares for consideration other than cash) in the ratio of 7:1 (7 bonus shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on May 17, 2016 and resolution passed by Shareholders at the Extraordinary General Meeting held on May 18, 2016 through capitalisation of the Capital redeemption reserve and Securities premium of Rs. 1230.80 million. These equity shares have been allotted on May 29, 2016.

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE VI: SUMMARY STATEMENT OF RESTATED CONSOLIDATED RESERVES AND SURPLUS

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31, 2016	2015	2014	2013	2012
`						
A. Capital Redemption Reserve						
Opening Balance	23.21	23.21	6.41	6.41	0.64	0.64
Add: Transferred on account of buyback of shares	-	-	16.80	-	5.77	-
Less : Utilized on account of issue of bonus shares	23.21	-	-	-	-	-
Closing Balance	**-**	**23.21**	**23.21**	**6.41**	**6.41**	**0.64**
B. Capital Subsidy						
Opening Balance	17.50	14.50	11.50	11.50	11.50	11.50
Add: Amount Received during the period / year	-	3.00	3.00	-	-	-
Closing Balance	**17.50**	**17.50**	**14.50**	**11.50**	**11.50**	**11.50**
C. Securities Premium Account						
Opening Balance	1,367.99	1,367.99	1,367.99	1,367.99	1,786.27	1,786.27
Less: Premium utilized to issue bonus shares	1,207.59	-	-	-	-	-
Less: Premium on buyback of shares		-	-	-	418.28	-
Closing Balance	**160.40**	**1,367.99**	**1,367.99**	**1,367.99**	**1,367.99**	**1,786.27**
D. General Reserve						
Opening Balance	1,193.98	1,193.98	1,210.78	1,263.72	1,175.73	1,032.62
Less : Transferred to Capital Redemption Reserve	-	-	16.80	-	-	-
Less Adjustment on merger of erstwhile HTTS with the Company (Refer note 12 of annexure IV-D)	-	-	-	189.44	-	-
Less : Transferred to Capital Redemption Reserve	-	-	-	-	5.77	-
Less : Loss on issue of additional shares by subsidiary	-	-	-	14.91	-	-
Add : Transferred from Surplus in Statement of Profit and Loss	-	-	-	151.41	93.76	143.11
Closing Balance	**1,193.98**	**1,193.98**	**1,193.98**	**1,210.78**	**1,263.72**	**1,175.73**
E. Capital Reserve						
Opening Balance	209.32	209.32	209.32	209.32	209.32	209.32
Less: Utilized during the period / year		-	-	-		-
Closing Balance	**209.32**	**209.32**	**209.32**	**209.32**	**209.32**	**209.32**
F. Foreign currency translation reserve						
Opening balance	321.31	(112.94)	634.68	146.71	115.59	(4.35)
Addition / (Deduction) during the period / year	(4.06)	434.25	(747.62)	487.97	31.12	119.94
Closing balance	**317.25**	**321.31**	**(112.94)**	**634.68**	**146.71**	**115.59**
G. Capital reserve on consolidation						
Opening balance	-	-	-	56.00	56.00	52.72
Add: Capital reserve on further stake in HTTS (Refer note 12 of annexure IV-D)	-	-	-	-	-	3.28
Less : Adjustment due to Amalgamation	-	-	-	56.00	-	-
Closing balance	**-**	**-**	**-**	**-**	**56.00**	**56.00**
H. Surplus in Statement of Profit and Loss						
Opening balance	11,246.73	8,546.37	6,171.42	4,102.25	2,543.74	903.65
Add: Restated Profit for the year	800.51	2,911.98	2,523.78	2,044.77	1,692.93	1,823.03
Adjustment on merger of erstwhile HTTS with the company (Refer note 12 of annexure IV-D)	-	-	-	245.43	-	-
Dividend proposed to be distributed to equity shareholders	-	52.75	123.08	52.75	35.17	32.97
Interim dividend paid to equity shareholders	-	123.08	-	-	-	-
Dividend proposed to be distributed to preference shareholders	-	-	0.59	1.68	1.51	1.43
Tax on dividend	-	35.79	25.16	15.19	3.98	5.43
Transfer to general reserve	-	-	-	151.41	93.76	143.11
	-	-	-	-	-	-
Closing Balance	**12,047.24**	**11,246.73**	**8,546.37**	**6,171.42**	**4,102.25**	**2,543.74**
Total	**13,945.69**	**14,380.04**	**11,242.43**	**9,612.10**	**7,163.90**	**5,898.79**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE VII: SUMMARY STATEMENT OF RESTATED CONSOLIDATED LONG-TERM BORROWINGS

(Rs. in million)

Particulars	Non-Current portion						Current portion					
	As at June 30, 2016	As at March 31,					As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012		2016	2015	2014	2013	2012
A.Term loan from banks												
Secured Loans												
Term Loans	1,637.40	1,532.14	1,447.48	1,469.71	1,413.62	1,927.85	871.10	873.58	969.08	889.01	426.39	1,351.28
Buyers' credit for capital assets	-	-	-	21.60	164.03	464.62	-	-	21.95	239.97	441.85	123.27
	-	-	-	-	-	-	-	-	-	-	-	-
Unsecured Loans	-	-	-	-	-	-	-	-	-	-	-	-
Term loan from banks	891.98	1,024.14	1,074.39	490.23	411.50	304.53	531.55	546.86	438.50	237.57	234.01	172.64
Total Long-term loans from Banks	**2,529.38**	**2,556.28**	**2,521.87**	**1,981.54**	**1,989.15**	**2,697.00**	**1,402.65**	**1,420.44**	**1,429.53**	**1,366.55**	**1,102.25**	**1,647.19**
B.Loan from Others												
Secured Loans												
Term loan against Keyman insurance policy	-	-	-	18.40	18.40	18.40	-	-	-	-	-	-
Loan from public limited companies	-	-	-	718.32	-	-	-	-	-	-	-	-
Loan from other financial Institutions	-	-	-	281.25	393.75	-	-	-	-	112.50	81.25	-
Unsecured Loans												
Loan from public limited companies	-	121.69	-	10.79	234.14	457.24	365.03	243.33	50.00	234.56	231.64	304.17
Deferred sales tax loan	121.70	223.30	335.18	456.62	589.38	682.69	99.20	111.88	121.44	132.76	93.31	63.91
Long term maturities of finance lease obligation	759.33	742.69	564.84	215.64	239.50	104.85	194.25	198.31	134.75	75.90	63.13	30.90
Deferred payment liability	551.30	551.95	726.77	2.23	2.61	136.68	183.77	256.47	232.90	165.89	139.60	136.68
Total Long-term loans from others	**1,432.33**	**1,639.63**	**1,626.79**	**1,703.25**	**1,477.78**	**1,399.86**	**842.25**	**809.99**	**539.09**	**721.61**	**608.93**	**535.66**
Total Long term loans (A+B)	**3,961.71**	**4,195.91**	**4,148.66**	**3,684.79**	**3,466.93**	**4,096.86**	**2,244.90**	**2,230.43**	**1,968.62**	**2,088.16**	**1,711.18**	**2,182.85**

Endurance Technologies Ltd

Principle terms of Long Terms Loans

A. Principle Terms of Secured Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount in millions	Outstanding as on June 30, 2016 in Rs in million	Current portion Rs in million	Non-Current portion Rs in million	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties	Security as per the loan agreement
1	Standard Chartered Bank, Mauritius	ECB Loan	3 month USD LIBOR + 250 basis points (Fully hedged loan)	USD	11.00	134.88	134.88	-	Repayment in 8 equal quarterly installments commencing from end of 3rd month from the date of 1st disbursement i.e. 31st October, 2014	**Re-Schedulement:** NIL **Pre-payment Clause :** No premium or penalty payable in respect of any prepayment except for Break Costs and applicable regulatory approvals. **Defaults & Penalties :** 1) Default in payment of interest/instalment to the bank for the period of such default @ 2% p.a. over and above the normal rate 2) Default in compliance with any of the terms of any finance documents for the period of such non compliance at 2 % p.a.	Hypothecation by way of first & exclusive charge on Identified specific Movable Fixed Assets.
2	The Bank of Tokyo-Mitsubishi UFJ, Ltd.(BTMU) Singapore	ECB Loan	1 or 3 or 6 months USD LIBOR + 1.75%p.a (Semi fixed and semi variable).	USD	10.50	426.61	209.91	216.70	In 56 equal monthly installments of USD 187,500 starting from 30th January, 2015 to 31st July, 2018.	**Re-Schedulement:** NIL **Pre-payment Clause :** No premium or penalty payable in respect of any prepayment except for Break Costs and applicable regulatory approvals. **Defaults & Penalties :** 1) Default in payment of interest/instalment to the bank for the period of such default @ 2% p.a. over and above the normal rate 2) Default in compliance with any of the terms of any finance documents for the period of such non compliance @ 2 % p.a.	Hypothecation by way of first & exclusive charge on identified specific movable fixed assets with the cover of at least 1.33 times
3	CITI BANK NA	Foreign currency term loan	USD 1M LIBOR+ 1.89% (fully hedged, all inclusive at 10.30% p.a (Fixed))	USD	8.46 (Fully hedged INR 500 Million)	266.66	133.33	133.33	In 15 equal quarterly installment with first installment falling due on 30th Nov 2014	**Re-Schedulement:** NIL **Pre-payment Clause :** With the notice of 30 days @ 2%p.a if the same is paid within a period of one year from the date of last drawl. **Defaults & Penalties :** Default in payment of interest/instalment to the bank for the period of such default @ 4% p.a. over and above the normal rate	First Pari pasu charge on the identified movable fixed assets located at Chakan plants and mortgage with negative lien on the immovable properties situated at Gat No. 416 at Village : Takve Budruk, Taluka : Maval, District : Pune
4	BW Bank	Term loan - EA	2.37%	EUR	2.80	113.29	44.59	68.70	57. monthly installments starting from 30/04/2014 - up to 31/12/2018	Re Schedulement: Basically not allowed - under defined conditions request can be submitted to bank committee. Prepayment: Allowed - with penalty amounting to the difference between the re-financing cost ant the original cost for the bank. Defaults & Penalties: 1) Default in payment of interest/instalment: term benefit forfeiture	Pledge (legal charge) on machinery
5	Hypovereinsbank	Term loan - EA	1.55%	EUR	0.40	30.00	1.07	28.93	55 Quarterly installments starting from 31/03/2017 - up to 30/12/2030	Re Schedulement: Allowed. To be submitted to the approval of the bank. Prepayment: Basically not Allowed - in case penalty amounting to the difference between the re-financing cost ant the original cost for the bank. Defaults & Penalties: 1) Default in payment of interest/instalment: increased rate: (5% + Bundesbak basis Interest rate) p.a. applied to the default period	Mortgage on EA real estate property (Daimlerstrasse)
6	Hypovereinsbank (Unicredit Bank Group)	Term loan - EA	1.45%	EUR	3.60	201.43	9.64	191.79	55 Quarterly installments starting from 31/03/2017 - up to 30/12/2030	Re Schedulement: Allowed. To be submitted to the approval of the bank. Prepayment: Basically not Allowed - in case penalty amounting to the difference between the re-financing cost ant the original cost for the bank. Defaults & Penalties: 1) Default in payment of interest/instalment: increased rate: (5% + Bundesbak basis Interest rate) p.a. applied to the default period	Mortgage on EA real estate property (Daimlerstrasse)

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount in millions	Outstanding as on March 31, 2016 in Rs in million	Current portion Rs in million	Non-Current portion Rs in million	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties	Security as per the loan agreement
7	Intesa San Paolo (Mediocredito Italian)	Secured term loan - EO	Euribor 3M+1.4%	EUR	3.00	109.63	23.08	86.55	39 Quarterly installments, starting from 30/09/2011 - up to 31/03/2021	Re Schedulement: not allowed Prepayment: Allowed, 10 days notification - with penalty amounting to 1% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +0.5%] over and above the normal rate 2) Default in compliance with any of the terms of any finance documents: fixed fee 1% of outstanding amount as of the date of default	Mortgage on identified specific real estate asset (EO Property located in Lombardore)
8	Credito Emiliano (CREDEM)	Secured term loan - EF (third party security)	Euribor 3M+1.35%	EUR	3.00	159.03	44.81	114.22	20 Quarterly installments starting from 31/03/2015 - up to 31/12/2019	Re Schedulement: not allowed Prepayment: Allowed - with penalty amounting to 0,15% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] over and above the normal rate + term benefit forfeiture (if not remediated in 30 days) 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations): term benefit forfeiture	Secured by third party (SACE) - no security impacting Endurance Group
9	Unicredit Bank	Secured term loan - EF (third party security)	Euribor 3M+1.40%	EUR	5.00	304.72	93.76	210.96	16 Quarterly installments starting from 31/12/2015 - up to 30/09/2019	Re Schedulement: allowed - with penalty amounting to 1,0% of the outstanding amount Prepayment: Allowed - with penalty amounting to 1.0% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] over and above the normal rate 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations + default on other financial contracts, even by other group companies): term benefit forfeiture	Secured by third party (SACE) - no security impacting Endurance Group
10	Intesa San Paolo (Mediocredito Italiano)	Secured term loan - EF	Euribor 1M+1.75%	EUR	10.00	736.18	166.68	569.50	54 Monthly Installments starting from 30/06/2016 - up to 30/11/2020	Re Schedulement: not allowed Prepayment: Allowed, 10 days notification - with penalty amounting to 1% of the remaining outstanding debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [marginal lending rate ECB +0.07%] p.a. over and above the normal rate + term benefit forfeiture 2) Default in compliance with any of the terms of any finance documents (including change of control): term benefit forfeiture and 3% p.a. rate on outstanding amount for the forfeiture period	Mortgage on identified specific real estate asset
11	Banca Regionale Europea (UBI Group)	Secured Term loan - EE	Euribor 3M+1.70%	EUR	0.50	26.07	9.35	16.72	16 Quarterly installments starting from 28/04/2015- up to January 2019	Re Schedulement: not allowed Prepayment: Allowed - with penalty amounting to 1.5% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment: increased rate (loan rate + 2%) p.a. applied to the default period + term benefit forfeiture	Patronage letter by EO
	Total A : Secured Loan					**2,508.50**	**871.10**	**1,637.40**			

B. Principle Terms of Unsecured Long term Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount in millions	Outstanding as on June 30, 2016 in Rs in million	Current portion Rs in million	Non-Current portion Rs in million	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties
1	Bajaj Finance Ltd	Rupee Term loan	As per negotiated rates, from time to time, with an annual rate reset from the date of disbursement with put/call option. (presently 9.50 % p.a)	INR	486.67 (Within overall limit of Rs 600 Million)	365.03	365.03	-	Repayable in in 4 equal semi annual principle installment starting from 2nd January 2016	Re-schedulement:NIL Prepayment : If the loan is prepaid before the reset date prepayment penalty of 0.50% p.a penalty of principle amount Default and penalties: Penal interest @ 2.00 % p.a on non compliance of any terms of sanction letter.
2	Deferred sales tax loan	Government Incentive	-	INR	902.92	220.90	99.20	121.70	Repayable in annual installment in five years after the expiry of ten year of availment under Package incentive scheme	Prepayment: Option is there to pre pay at Net Present Value (NPV) as per the Package scheme of incentive (PSI) Default/Penalty: Interest as applicable from time to time in case of default in payment
3	Alyssum Grundstucksverwaltungsgesellschaft mbH & Co. Veremietungs KG	Financial lease (EA)	5.30% starting rate - variable	EUR	6.00	50.81	12.98	37.83	Monthly - up to 2020	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
4	Intesa Sanpaolo	Term loan - EO	Euribor 3M+2.9%	EUR	2.50	135.43	41.67	93.76	18 Quarterly installments starting from 30/12/2014 - up to 30/09/2019	Re Schedulement: not allowed Prepayment: Allowed - with penalty amounting to 1% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] over and above the normal rate 2) Default in compliance with any of the terms of any finance documents: term benefit forfeiture (immediate payment)
5	Intesa Sanpaolo	Term loan - EO	Euribor 3M+2.9%	EUR	2.50	135.43	41.67	93.76	18 Quarterly installments starting from 30/12/2014 - up to 30/09/2019	Re Schedulement: not allowed Prepayment: Allowed - with penalty amounting to 1% of the remaining outstanding debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] over and above the normal rate 2) Default in compliance with any of the terms of any finance documents: term benefit forfeiture (immediate payment)
6	Banca Regionale Europea	Term loan - EF	Euribor 6M+2.5%	EUR	3.00	109.99	49.93	60.06	55 Monthly installments starting from 18/02/2014 - up to 18/08/2018	Re Schedulement: allowed through agreement with bank Prepayment: Allowed - no penalty Defaults & Penalties: 1) Default in payment of interest/instalment to the bank: for the period of such default @ [actual rate +2.0%] over and above the normal rate + term benefit forfeiture 2) Default in compliance with any of the terms of any finance documents: term benefit forfeiture
7	Banca Popolare di Novara (now Banco Popolare Soc. Cooperativa)	Term loan - EF	Euribor 3M+3.40%	EUR	3.00	60.00	47.81	12.19	20 Quarterly installments starting from 31/12/2012 - up to 30/09/2017	Re Schedulement: not allowed Prepayment: Allowed - no penalty Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] p.a. for the period of default
8	Banca Popolare di Novara (now Banco Popolare Soc. Cooperativa)	Term loan - EF	Euribor 3M+1.40%	EUR	3.00	166.09	59.78	106.31	15 Quarterly installments starting from 30/09/2015 - up to 31/03/2019	Re Schedulement: not allowed Prepayment: Allowed - no penalty Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +1.0%] p.a. for the period of default

B. Principle Terms of Unsecured Long term Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount in millions	Outstanding as on June 30, 2016 in Rs in million	Current portion Rs in million	Non-Current portion Rs in million	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties
9	Intesa San Paolo	Term loan - EF	Euribor 3M+3.55%	EUR	2.50	37.50	37.50	-	20 Quarterly installments starting from 31/08/2012 - up to 31/05/2017	Re Schedulement: not allowed Prepayment: Allowed - with penalty amounting to 1% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] over and above the normal rate 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations): term benefit forfeiture (immediate payment)
10	Cariparma	Term loan - EF	Euribor 3M+1.10%	EUR	2.00	135.36	29.57	105.79	20 Quarterly installments starting from 22/01/2016 - up to 22/10/2020	Re Schedulement: not allowed Prepayment: Allowed - no penalty Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +3.0%] over and above the normal rate + term benefit forfeiture 2) Default in going concern assumptions: term benefit forfeiture
11	Monte dei Paschi di Siena (MPS)	Term loan - EF	Euribor 6M+1.18%	EUR	3.00	202.51	45.00	157.51	20 Quarterly installments starting from 31/03/2016 - up to 31/12/2020	Re Schedulement: not allowed Prepayment: Allowed - 15 days notification - with penalty amounting to 1.0% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +3.0%] over and above the normal rate + term benefit forfeiture 2) Default in compliance with any of the terms of any finance documents: term benefit forfeiture
12	UNICREDIT (Finpiemonte) - Bank portion	Term loan - EFOA	Euribor 3M+4.35%	EUR	0.53	4.99	4.99	-	20 Quarterly installments starting from 31/03/2012 - up to 31/12/2016	Re Schedulement: not allowed Prepayment: Allowed - with penalty amounting to 1.5% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] over and above the normal rate + term benefit forfeiture 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations): term benefit forfeiture (immediate payment)
13	UNICREDIT (Finpiemonte) - Finpiemonte portion	Term loan - EFOA	nil	EUR	0.50	4.69	4.69	-	20 Quarterly installments starting from 31/03/2012 - up to 31/12/2016	Re Schedulement: not allowed Prepayment: Allowed - with penality amounting to 1,5% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +3.0%] over and above the normal rate + term benefit forfeiture 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations): term benefit forfeiture (immediate payment)
14	Unicredit Group	Term loan - EFOA	Euribor 3M+1.70%	EUR	1.00	47.51	18.75	28.76	16 Quarterly installments starting from 31/03/2015 - up to 31/12/2018	Re Schedulement: allowed - subject to bank acceptance Prepayment: Allowed - with penality amounting to 1,0% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] over and above the normal rate + term benefit forfeiture 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations + default on other financial contracts, even by other group companies): term benefit forfeiture

B. Principle Terms of Unsecured Long term Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount in millions	Outstanding as on June 30, 2016 in Rs in million	Current portion Rs in million	Non-Current portion Rs in million	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties
15	Intesa San Paolo	Term loan - EFOA	Euribor 3M+2.25%	EUR	1.40	44.22	22.11	22.11	19 Quarterly installments starting from 31/12/2013 - up to 30/06/2018	Re Schedulement: allowed - subject to bank acceptance Prepayment: Allowed - with penality amounting to 0,5% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +2.0%] over and above the normal rate 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations + default on other financial contracts, even by other group companies): term benefit forfeiture (immediate payment 10 days)
16	Intesa San Paolo	Term loan - EFOA	Euribor 3M+1.35%	EUR	3.00	192.87	64.29	128.58	14 Quarterly installments starting from 11/08/2015 - up to 11/05/2019	Re Schedulement: not allowed Prepayment: Allowed - with penality amounting to 1,0% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +0.9%] over and above the normal rate 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations + default on other financial contracts): term benefit forfeiture (immediate payment)
17	Banca Sella	Term loan - EFOA	6.41% (fixed interest rate)	EUR	1.00	21.56	14.11	7.45	24 Quarterly installments starting from 07/03/2012 - up to 07/12/2017	Re Schedulement: not allowed Prepayment: Allowed (not partial) - with penality amounting to 2.0% of the outstanding debt Defaults & Penalties: 1) Default in payment of interest/instalment: no additional rate for default period, but term benefit forfeiture 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations): term benefit forfeiture
18	Banca Popolare di Milano	Term loan - EFOA	Euribor 3M+1.30%	EUR	2.00	125.39	49.69	75.70	36 Monthly installments starting from 31/01/2016 - up to 31/12/2018	Re Schedulement: not allowed Prepayment: Allowed - 30 days notification - with penality amounting to 2.0% of the prepaid debt Defaults & Penalties: 1) Default in payment of interest/instalment to the bank for the period of such default @ [actual rate +1.0%] over and above the normal rate + term benefit forfeiture 2) Default in compliance with any of the terms of any finance documents (including unauthorized extraordinary operations + default on other financial contracts): term benefit forfeiture.
19	LOCAT (nr 910555)	Financial lease (EO)	4.368% starting rate - variable	EUR	1.90	77.06	7.76	69.30	Monthly - up to 2023	Re Schedulement: not allowed Prepayment: Allowed - Residual payments and purchase value discounted at 3.4% Defaults & Penalties: n/a
20	Leasimpresa (420515/0063461 0/001)	Financial lease (EO)	5.35% starting rate - variable	EUR	0.29	10.00	1.27	8.73	Monthly - up to 2021	Re Schedulement: not allowed Prepayment: Allowed - Residual payments and purchase value discouted at 2.6% Defaults & Penalties: n/a
21	BNL X0059768	Financial lease (EF)	1.603% starting rate - variable	EUR	0.77	47.06	10.24	36.82	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
22	BNL_19202	Financial lease (EF)	4.202% starting rate - variable	EUR	0.42	5.96	5.96	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a

B. Principle Terms of Unsecured Long term Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount in millions	Outstanding as on June 30, 2016 in Rs in million	Current portion Rs in million	Non-Current portion Rs in million	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties
23	BNL_19209	Financial lease (EF)	4.202% starting rate - variable	EUR	0.84	11.93	11.93	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
24	BNL_19539	Financial lease (EF)	4.207% starting rate - variable	EUR	0.93	13.24	13.24	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
25	BNL_42391	Financial lease (EF)	4.404% starting rate - variable	EUR	1.15	14.90	14.90	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
26	CREDIT AGRICOLE 01505386	Financial lease (EF)	2.67% starting rate - variable	EUR	0.97	8.23	8.23	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
27	UBI LEASING 6087380	Financial lease (EE)	1.701% starting rate - variable	EUR	0.30	17.66	3.91	13.75	Monthly - up to 2020	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
28	UNICREDIT LEASING IF 1210194	Financial lease (EFOA)	6.364% starting rate - variable	EUR	5.73	303.77	17.49	286.28	Monthly - up to 2027	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
29	MEDIOCREDITO 999686	Financial lease (EFOA)	1.34% starting rate - variable	EUR	1.26	85.95	12.94	73.01	Monthly - up to 2022	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
30	MEDIOCREDITO 999686	Financial lease (EFOA)	1.34% starting rate - variable	EUR	1.26	87.02	12.92	74.10	Monthly - up to 2022	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
31	MEDIOCREDITO 999687 (1/2)	Financial lease (EFOA)	1.34% starting rate - variable	EUR	0.87	62.48	8.92	53.56	Monthly - up to 2023	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
32	MEDIOCREDITO 999687 (2/2)	Financial lease (EFOA)	1.365% starting rate - variable	EUR	0.87	63.93	8.90	55.04	Monthly - up to 2023	Generally applied conditions: Re Schedulement: not allowed Prepayment (accellerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
33	UNICREDIT LEASING 1258091	Financial lease (EFOA)	3.129% starting rate - variable	EUR	0.99	5.11	5.11	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a

B. Principle Terms of Unsecured Long term Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount in millions	Outstanding as on June 30, 2016 in Rs in million	Current portion Rs in million	Non-Current portion Rs in million	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties
34	BNL W0016855	Financial lease (EFOA)	2.508% starting rate - variable	EUR	0.80	27.79	9.71	18.08	Monthly - up to 2019	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
35	BNL W0016881	Financial lease (EFOA)	2.508% starting rate - variable	EUR	0.80	29.38	9.67	19.72	Monthly - up to 2019	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
36	LEASINT 0944504	Financial lease (EFOA)	2.12% starting rate - variable	EUR	0.37	3.74	3.74	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
37	BIELLA 3020285	Financial lease (EFOA)	4.816% starting rate - variable	EUR	0.31	9.53	3.23	6.30	Monthly - up to 2018	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
38	BIELLA 3020288	Financial lease (EFOA)	4.816% starting rate - variable	EUR	0.31	9.53	3.23	6.30	Monthly - up to 2018	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
39	UNICREDIT LEASING 1258095	Financial lease (EFOA)	3.126% starting rate - variable	EUR	0.22	1.94	1.94	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
40	SELMA BIPIEMME 30151484	Financial lease (EFOA)	3.161% starting rate - variable	EUR	0.17	-	-	-	Monthly - up to 2016	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
41	UNICREDIT LEASING 1258090	Financial lease (EFOA)	3.142% starting rate - variable	EUR	0.15	0.91	0.91	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a

B. Principle Terms of Unsecured Long term Loan

Sr no	Bank Name	Facility Type	Rate of Interest %p.a	Currency	Sanctioned Amount in millions	Outstanding as on June 30, 2016 in Rs in million	Current portion Rs in million	Non-Current portion Rs in million	Repayment terms as per the Loan agreement	Re-Schedulement / Pre-Payment / Defaults & Penalties
42	UNICREDIT LEASING 1258078	Financial lease (EFOA)	3.126% starting rate - variable	EUR	0.14	0.73	0.73	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
43	SELMA BIPIEMME 30144972	Financial lease (EFOA)	3.024% starting rate - variable	EUR	0.12	1.74	1.21	0.51	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
44	SELMA BIPIEMME 30139247	Financial lease (EFOA)	2.901% starting rate - variable	EUR	0.09	1.04	1.04	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
45	UNICREDIT LEASING 1258082	Financial lease (EFOA)	3.132% starting rate - variable	EUR	0.08	0.80	0.80	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
46	UNICREDIT LEASING 1258099	Financial lease (EFOA)	3.145% starting rate - variable	EUR	0.07	0.62	0.62	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
47	SELMA BIPIEMME 30151485	Financial lease (EFOA)	3.162% starting rate - variable	EUR	0.07	0.31	0.31	-	Monthly - up to 2016	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
48	UNICREDIT LEASING 1258084	Financial lease (EFOA)	3.534% starting rate - variable	EUR	0.05	0.42	0.42	-	Monthly - up to 2017	Generally applied conditions: Re Schedulement: not allowed Prepayment (accelerated acquisition of the asset): allowed – Discounted value of residual payments + purchase value Defaults & Penalties: n/a
49	Deferred Payment Liability : Bonotto Family	Financial liab for Haminoea acquisition - EO	-	EUR	12.25	735.05	183.75	551.30	5 Yearly installments starting from October 2014 - up to October 2019	Re Schedulement: not allowed Prepayment: Allowed Defaults & Penalties: n/a
Total B : Unsecured Loan						**3,698.11**	**1,373.80**	**2,324.31**		
Total Long term (A+B)						**6,206.61**	**2,244.90**	**3,961.71**		

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE VIII: SUMMARY STATEMENT OF RESTATED CONSOLIDATED SHORT TERM BORROWINGS

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
A.Short term loan from banks						
Secured Loan						
Cash credit/Working Capital Demand Loans/ Buyers Credit/LC accepted	10.54	-	30.77	217.85	1,611.06	1,322.09
Bill Discounted with banks	-	-	-	20.25	-	181.47
Short term loans from banks	340.81	525.26	562.36	362.42	561.29	255.96
	-	-	-	-	-	-
Unsecured Loans	-	-	-	-	-	-
Bill Discounted with banks	-	-	-	-	1,086.05	778.62
Short term loans from banks	2,207.94	1,181.31	1,063.67	682.70	679.05	812.52
Commercial paper	800.00	-	-	-	-	-
Total short term loans from Bank	**3,359.29**	**1,706.57**	**1,656.80**	**1,283.22**	**3,937.45**	**3,350.66**
B.Loan from Others						
Secured Loan	-	-	-	-	-	-
Loan from Public Limited Companies	-	-	-	-	240.00	-
	-	-	-	-	-	-
Unsecured Loans	-	-	-	-	-	-
Loans from Public Limited companies	-	162.50	-	-	200.00	200.00
Total short term loan from others	**-**	**162.50**	**-**	**-**	**440.00**	**200.00**
Grand Total (A+B)	**3,359.29**	**1,869.07**	**1,656.80**	**1,283.22**	**4,377.45**	**3,550.66**

Endurance Technologies Ltd

Principle Terms of Short term Loan
A.Secured Short term Loan

Sr.no	Loan Sanctioning Banks/Particulars	Facility Type/Name of the Bank	Rate of Interest/ Commission %	Currency	Sanction amount Rs in Million	Outstanding as on June 30, 2016 in Rs in million	Current Portion Rs. in million	Repayment terms	Re-Schedulement / Pre-Payment / Defaults & Penalties	Security as per Loan agreement
1	Under Working capital consortium agreement dated 12th Jan 2015*	Standard Chartered Bank	1. Non Fund Based (LC) : At mutually agreed such Commission as may be agreed upon. 2. Fund Based (PCFC/PCRE): Interest will be agreed Margin +Libor/base rate	INR/FC	Rs. 862.50 million (Fund Based :Rs 250.00 Million and Non fund based : Rs 612.50 Million)	351.35	351.35	**Tenor for LC :** Maximum upto 270 days **Tenor for PCFC/PCRE:** Maximum upto 180 days Other Facilities: up to one year	**Penalties & Defaults**: Default Rate 2% p.a. over and above the applicable interest rate	A) First Pari-Passu charge by way of hypothecation on the the current assets namely Stocks of Raw Materials, Stocks in Process, Semi-Finished and Finished Goods, Stores and Spares not relating to Machinery (Consumable Stores and Spares) (both present and future) situated at any other Premises and Godowns of the Company B) 2nd pari-passu charge on the immovable properties and fixed assets as briefed below a. Immovable properties and fixed assets located at Gut no. 416, Takve Budruk, Maval, Pune b. Immovable properties and fixed assets located at Office unit no. 5 and 6, Solitaire, Yerawada, Pune c.) 2nd pari-passu charge on the residual movable assets (both present and future)
	Total A					**351.35**	**351.35**			

* Under Working capital consortium agreement dated January 12, 2015 of Rs 3750 million with Corporation Bank (lead Bank), Standard Chartered Bank., Citibank N.A. , IDBI Bank Limited., Bank of India and ICICI Bank Limited. Details contain only for the bank for which fund based limits were outstanding as on June 30, 2016.

B. Unsecured Short term Loan

Sr.no	Loan Sanctioning Banks/Particulars	Facility Type/Name of the Bank	Rate of Interest/ Commission %	Currency	Sanction amount Rs in Million	Outstanding as on June 30, 2016 in Rs in million	Current Portion Rs. in million	Repayment terms	Re-Schedulement / Pre-Payment / Defaults & Penalties
1	Standard Chartered Bank	1. Non Fund Based (LC) : At mutually agreed such Commission as may be agreed upon. 2. Fund Based (PCFC/PCRE) : Interest will be agreed Margin +Libor /base rate	1. Non Fund Based (LC) : At mutually agreed such Commission as may be agreed upon. 2. Fund Based (PCFC/PCRE): Interest will be agreed Margin +Libor	INR/FC	Rs. 1300.00 million	482.46	482.46	**Tenor for LC :** Maximum upto 270 days **Tenor for PCFC:** Maximum upto 180 days Other Facilities: up to one year	**Penalties & Defaults**: Default Rate 2% pea over and above the applicable interest rate
2	HDFC Bank Ltd	Commercial Paper	Interest Rate - 7.75% p.a	INR	INR 500.00 Million	500.00	500.00	90 days, Maturity Date 12th July 2016	NA
3	HDFC Bank Ltd	Commercial Paper	Interest Rate - 7.85% p.a	INR	INR 300.00 Million	300.00	300.00	90 days, Maturity Date 21st July 2016	NA
4	Intesa Sanpaolo	Cash credit - EO	Euribor 3 M + 1,1%	EUR	0.50	37.50	37.50	**Bullet short term (hot money)**	Re Schedulement: n/a Prepayment: Allowed Defaults & Penalties: n/a
5	Unicredit Bank	Cash credit EF - Commercial advances on invoices presented to bank	Euribor 3M + variable spreads	EUR	3.20	120.01	120.01	**Bullet short term - Due upon payment from customer**	Re Schedulement: n/a Prepayment: n/a Defaults & Penalties: n/a
6	Intesa San Paolo	Cash credit EF - Commercial advances on invoices presented to bank	Euribor 3M + variable spreads	EUR	6.00	450.04	450.04	**Bullet short term - Due upon payment from customer**	Re Schedulement: n/a Prepayment: n/a Defaults & Penalties: n/a
7	Credito Emiliano (CREDEM)	Cash credit EF - Commercial advances on invoices presented to bank	Euribor 3M + variable spreads	EUR	0.50	37.50	37.50	**Bullet short term - Due upon payment from customer**	Re Schedulement: n/a Prepayment: n/a Defaults & Penalties: n/a

Sr.no	Loan Sanctioning Banks/Particulars	Facility Type/Name of the Bank	Rate of Interest/ Commission %	Currency	Sanction amount Rs in Million	Outstanding as on June 30, 2016 in Rs in million	Current Portion Rs. in million	Repayment terms	Re-Schedulement / Pre-Payment / Defaults & Penalties
8	Banca Regionale Europea (UBI Group)	Cash credit EE - Commercial advances on invoices presented to bank	Euribor 3M + variable spreads	EUR	3.00	225.02	225.02	**Bullet short term - Due upon payment from customer**	Re Schedulement: n/a Prepayment: n/a Defaults & Penalties: n/a
9	Banca Regionale Europea (UBI Group)	Cash credit EE - Commercial advances on invoices presented to bank	Euribor 3M + variable spreads	EUR	1.80	57.05	57.05	**Bullet short term - Due upon payment from customer**	Re Schedulement: n/a Prepayment: n/a Defaults & Penalties: n/a
10	Unicredit Factoring	Cash credit EFOA - Commercial advances on factorized invoices (with recourse)	Euribor 3M + variable spreads	EUR	10.00	623.74	623.74	**Bullet short term - Due upon payment from customer**	Re Schedulement: n/a Prepayment: n/a Defaults & Penalties: n/a
11	Unicredit Bank	Cash credit EFOA - Commercial advances on invoices presented to bank	Euribor 3M + variable spreads	EUR	2.00	150.01	150.01	**Bullet short term - Due upon payment from customer**	Re Schedulement: n/a Prepayment: n/a Defaults & Penalties: n/a
12	Banca Popolare di Milano	Cash credit EFOA - Commercial advances on invoices presented to bank	Euribor 3M + variable spreads	EUR	0.80	24.60	24.60	**Bullet short term - Due upon payment from customer**	Re Schedulement: n/a Prepayment: n/a Defaults & Penalties: n/a
	Total B					**3,007.94**	**3,007.94**	-	
	Total A+B					**3,359.29**	**3,359.29**		

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE IX: SUMMARY STATEMENT OF RESTATED CONSOLIDATED LONG TERM AND SHORT TERM LIABILITIES AND PROVISIONS

(Rs. in million)

Particulars	NON CURRENT PORTION						CURRENT PORTION					
	As at June 30, 2016	As at March 31,					As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012		2016	2015	2014	2013	2012
A. OTHER LIABILITIES												
(a) Retention money	4.53	4.53	6.62	4.16	10.82	12.54	-	-	-	-	-	-
(b) Deferred government grants (Refer note 5 of annexure IV-D)	65.36	69.41	-	-	-	-	-	-	-	-	-	-
(c) Security deposits received	23.79	23.41	21.82	21.51	19.40	17.71	-	-	-	-	0.17	0.17
(d) Current maturities of long-term debt	-	-	-	-	-	-	2,050.65	2,032.12	1,833.87	2,012.26	1,648.05	2,151.95
(e) Current maturities of finance lease obligation	-	-	-	-	-	-	194.25	198.31	134.75	75.90	63.13	30.90
(f) Interest accrued and due on borrowings	-	-	-	-	-	-	9.50	2.30	1.21	1.73	6.38	14.56
(g) Interest accrued but not due on borrowings	-	-	-	-	-	-	12.06	15.00	12.88	26.33	42.14	51.95
(h) Income received in advance	-	-	-	-	-	-	2.32	2.89	2.65	2.11	1.94	3.65
(i) Other payables	-	-	-	-	-	-	-	-	-	-	-	-
(i) Statutory remittances (Contributions to PF and ESIC, VAT, Service Tax, TDS etc.)	-	-	-	-	-	-	469.42	379.89	327.65	314.21	271.86	268.50
(ii) Payables on purchase of fixed assets	-	-	-	-	-	-	406.99	973.88	603.66	345.18	174.25	266.52
(iii) Advances received from customers	-	-	-	-	-	-	385.66	367.26	86.72	138.26	152.26	51.98
Total - A	**93.68**	**97.35**	**28.44**	**25.67**	**30.22**	**30.25**	**3,530.85**	**3,971.65**	**3,003.39**	**2,915.98**	**2,360.18**	**2,840.18**
B. PROVISIONS												
(a) Provision for employee benefits: (Refer note 2 of annexure IV-D)												
(i) Provision for gratuity	158.61	135.92	162.54	114.09	113.27	56.08	36.68	35.34	24.88	18.03	12.55	35.80
(ii) Provision for compensated absences	79.70	71.57	67.87	46.21	47.00	49.08	19.67	15.96	12.66	9.70	8.93	0.04
(iii) Provision for employee severance indemnity	151.78	149.30	132.56	40.99	35.91	34.27	3.62	3.85	4.30	50.30	0.96	0.94
(b) Provision for others:												
(i) Provision for income tax	-	-	-	-	-	-	535.46	285.03	210.13	107.64	73.99	66.40
(ii) Provision wealth tax	-	-	-	-	-	-	-	-	0.59	0.36	0.23	0.27
(iii) Provision for dividend on redeemable preference shares	-	-	-	-	-	-	-	-	-	1.68	1.51	1.43
(iv) Provision for dividend on equity shares	-	-	-	-	-	-	52.75	52.75	123.08	52.75	29.23	33.43
(v) Tax on proposed dividend	-	-	-	-	-	-	10.74	10.74	25.06	9.25	6.22	1.87
(vi) Provision for estimated loss on derivatives	-	-	-	-	-	-	2.36	6.15	6.15	11.00	5.04	-
(vii) Provision - warranty	19.58	18.99	17.13	10.49	7.63	5.91	37.86	36.76	28.70	20.15	16.34	12.07
Total - B	**409.67**	**375.78**	**380.10**	**211.78**	**203.81**	**145.34**	**699.14**	**446.58**	**435.55**	**280.86**	**155.00**	**152.25**
Grand Total (A+B)	**503.35**	**473.13**	**408.54**	**237.45**	**234.03**	**175.59**	**4,229.99**	**4,418.23**	**3,438.94**	**3,196.84**	**2,515.18**	**2,992.43**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE X: SUMMARY STATEMENT OF RESTATED CONSOLIDATED FIXED ASSETS

(Rs. In Million)

Particulars	Tangible												Intangible			
	Leasehold Land	Freehold Land (Refer note (ii), (vii) below)	Buildings (Refer note (i), (iv), (vi) below)	Plant & equipments	Wind Energy Generators	Computer	Electrical Fittings	Vehicles	Furniture & Fixtures	Office Equipments	Assets under Finance Lease	Total	Technical know-how	Goodwill	Software	Total
Gross Block (at cost)																
As at April 1, 2011	**1,540.80**	**561.28**	**2,218.89**	**12,322.18**	**474.64**	**168.09**	**63.64**	**110.43**	**330.71**	**86.25**	**417.78**	**18,294.69**	**232.58**	**1,274.05**	**195.17**	**1,701.80**
Additions	-	-	9.57	2,160.95	-	14.27	2.20	11.81	16.61	11.90	-	**2,227.31**	9.99	-	32.65	**42.64**
Disposals	-	8.32	-	576.59	-	5.97	0.03	9.91	29.45	2.21	-	**632.48**	-	-	-	-
Adjustment / Reclassification	-	-	1.06	231.97	-	3.48	-	4.41	12.70	0.08	29.43	**283.13**	-	89.75	1.04	**90.79**
As at April 1, 2012	**1,540.80**	**552.96**	**2,229.52**	**14,138.51**	**474.64**	**179.87**	**65.81**	**116.74**	**330.57**	**96.02**	**447.21**	**20,172.65**	**242.57**	**1,363.80**	**228.86**	**1,835.23**
Additions	146.99	-	119.30	1,891.92	-	40.88	5.39	11.48	11.42	10.73	-	**2,238.11**	27.17	-	31.56	**58.73**
Disposals	117.52	-	-	828.70	-	13.21	-	2.79	6.04	3.10	-	**971.36**	27.23	-	0.62	**27.85**
Adjustment / Reclassification	-	-	0.26	67.14	-	6.84	-	(4.67)	3.18	-	7.88	**80.63**	-	24.02	0.30	**24.32**
As at March 31, 2013	**1,570.27**	**552.96**	**2,349.08**	**15,268.87**	**474.64**	**214.38**	**71.20**	**120.76**	**339.13**	**103.65**	**455.09**	**21,520.03**	**242.51**	**1,387.82**	**260.10**	**1,890.43**
Additions	120.78	131.26	23.78	2,316.31	-	11.00	3.48	37.65	6.02	11.17	-	**2,661.45**	21.96	-	21.44	**43.40**
Disposals	-	-	-	863.63	-	4.66	-	10.19	5.58	0.50	-	**884.56**	-	-	0.38	**0.38**
Adjustment / Reclassification	-	-	5.16	744.46	-	9.07	0.01	12.86	34.24	0.11	85.28	**891.19**	-	260.08	4.54	**264.62**
As at March 31, 2014	**1,691.05**	**684.22**	**2,378.02**	**17,466.01**	**474.64**	**229.79**	**74.69**	**161.08**	**373.81**	**114.43**	**540.37**	**24,188.11**	**264.47**	**1,647.90**	**285.70**	**2,198.07**
Additions on Acquisition/ Amalgamation	-	165.41	1,705.62	1,610.81	-	14.79	-	1.80	11.32	-	-	**3,509.75**	-	-	2.11	**2.11**
Additions	-	154.11	204.93	2,414.71	-	42.50	2.16	77.46	8.57	19.31	-	**2,923.75**	-	248.19	25.91	**274.10**
Disposals	112.90	-	232.55	635.19	-	25.59	12.80	29.48	15.48	8.59	-	**1,072.58**	-	-	9.35	**9.35**
Adjustment / Reclassification	-	(34.19)	(246.57)	(1,329.32)	-	(12.20)	-	(19.40)	(40.46)	(0.11)	(99.24)	**(1,781.49)**	-	(332.82)	(4.94)	**(337.76)**
As at March 31, 2015	**1,578.15**	**969.55**	**3,809.45**	**19,527.02**	**474.64**	**249.29**	**64.05**	**191.46**	**337.76**	**125.04**	**441.13**	**27,767.54**	**264.47**	**1,563.27**	**299.43**	**2,127.17**
Additions	22.90	64.21	458.25	4,332.23	-	41.31	16.15	48.31	24.83	21.97	-	**5,030.16**	9.50	-	39.07	**48.57**
Disposals	-	313.43	36.54	821.62	-	10.86	0.38	17.64	6.71	5.60	-	**1,212.78**	-	-	-	-
Adjustment / Reclassification	-	26.49	202.13	871.74	-	6.93	-	10.83	20.75	0.05	49.64	**1,188.56**	-	175.65	13.48	**189.13**
As at March 31, 2016	**1,601.05**	**746.82**	**4,433.29**	**23,909.37**	**474.64**	**286.67**	**79.82**	**232.96**	**376.63**	**141.46**	**490.77**	**32,773.48**	**273.97**	**1,738.92**	**351.98**	**2,364.87**
Additions	-	-	198.54	890.91	-	7.23	1.69	2.04	3.27	2.59	-	**1,106.27**	-	-	6.69	6.69
Disposals	-	-	-	191.94	-	2.21	-	0.25	-	0.12	-	**194.52**	-	-	-	-
Adjustment / Reclassification	-	(0.32)	(3.46)	(13.86)	-	(0.09)	-	(0.78)	(0.24)	-	0.06	**(18.69)**	-	(2.05)	(0.05)	(2.10)
As at June 30, 2016	**1,601.05**	**746.50**	**4,628.37**	**24,594.48**	**474.64**	**291.60**	**81.51**	**233.97**	**379.66**	**143.93**	**490.83**	**33,666.54**	**273.97**	**1,736.87**	**358.62**	**2,369.46**
Accumulated Depreciation (Refer note (iii), (v), (viii) below)																
As at April 1, 2011	47.34	-	292.75	6,674.40	290.08	123.46	21.99	58.00	202.13	35.16	245.74	**7,991.05**	159.82	1,274.05	154.12	**1,587.99**
Charge for the year	17.72	-	70.91	1,608.35	24.00	18.52	4.26	12.78	22.80	9.85	14.22	**1,803.41**	26.28	-	39.79	**66.07**
Disposals	-	-	-	487.38	-	5.91	0.02	5.16	29.04	2.74	-	**530.25**	-	-	-	-
Adjustment / Reclassification	-	-	0.21	167.45	-	2.45	-	3.10	10.25	0.06	17.50	**201.02**	-	89.75	0.64	**90.39**
As at April 1, 2012	**65.06**	**-**	**363.87**	**7,962.82**	**314.08**	**138.52**	**26.23**	**68.72**	**206.14**	**42.33**	**277.46**	**9,465.23**	**186.10**	**1,363.80**	**194.55**	**1,744.45**
Charge for the year	19.83	-	72.93	1,632.76	24.00	17.25	4.64	11.03	18.58	13.96	12.15	**1,827.13**	17.44	-	28.78	**46.22**
Disposals	1.55	-	-	361.09	-	4.97	-	7.25	3.72	1.23	-	**379.81**	15.55	-	0.48	**16.03**
Adjustment / Reclassification	-	-	0.05	44.49	-	1.23	-	0.87	2.62	0.27	4.80	**54.33**	-	24.02	0.14	**24.16**
As at March 31, 2013	**83.34**	**-**	**436.85**	**9,278.98**	**338.08**	**152.03**	**30.87**	**73.37**	**223.62**	**55.33**	**294.41**	**10,966.88**	**187.99**	**1,387.82**	**222.99**	**1,798.80**
Charge for the year	18.67	-	75.31	1,798.10	24.00	21.41	8.44	21.68	19.78	8.47	35.23	**2,031.09**	15.63	-	31.22	**46.85**
Disposals	-	-	-	691.96	-	4.60	-	8.39	5.56	0.32	-	**710.83**	-	-	0.38	**0.38**
Adjustment / Reclassification	-	-	1.23	553.42	0.01	7.70	-	9.71	29.77	0.07	55.80	**657.71**	-	260.08	3.13	**263.21**
As at March 31, 2014	**102.01**	**-**	**513.39**	**10,938.54**	**362.09**	**176.54**	**39.31**	**96.37**	**267.61**	**63.55**	**385.44**	**12,944.85**	**203.62**	**1,647.90**	**256.96**	**2,108.48**
Additions on acquisition	-	-	274.39	808.06	-	10.92	-	1.17	4.88	-	-	**1,099.42**	-	-	-	-
Charge for the year	18.66	-	112.86	1,896.90	24.00	34.63	9.09	23.96	24.50	18.60	24.00	**2,187.20**	15.09	39.23	27.16	**81.48**
Transition adjustment recorded against Surplus balance in Statement of Profit and Loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals	7.13	-	43.10	494.24	-	25.54	4.26	23.13	8.12	5.11	-	**610.63**	-	-	9.35	**9.35**
Adjustment / Reclassification	-	-	(43.44)	(846.31)	-	(10.34)	-	(11.78)	(35.57)	(0.08)	(73.47)	**(1,020.99)**	-	(300.66)	(4.23)	**(304.89)**
As at March 31, 2015	**113.54**	**-**	**814.10**	**12,302.95**	**386.09**	**186.21**	**44.14**	**86.59**	**253.30**	**76.96**	**335.97**	**14,599.85**	**218.71**	**1,386.47**	**270.54**	**1,875.72**
Charge for the year	29.75	-	165.05	2,088.89	21.61	34.05	5.14	31.71	20.93	19.54	22.12	**2,438.79**	17.13	46.26	30.15	**93.54**
Disposals	-	-	5.55	625.79	-	10.85	0.11	13.50	6.41	5.54	-	**667.75**	-	-	-	-
Adjustment / Reclassification	-	-	44.21	518.71	-	5.60	-	6.05	18.18	0.04	38.60	**631.39**	-	151.92	12.70	**164.62**
As at March 31, 2016	**143.29**	**-**	**1,017.81**	**14,284.76**	**407.70**	**215.01**	**49.17**	**110.85**	**286.00**	**91.00**	**396.69**	**17,002.28**	**235.84**	**1,584.65**	**313.39**	**2,133.88**
Charge for the year	4.65	-	45.02	623.31	5.39	7.06	1.34	8.92	4.96	4.53	5.66	**710.84**	4.33	12.08	5.76	**22.17**
Disposals	-	-	-	140.40	-	2.21	-	0.25	-	0.12	-	**142.98**	-	-	-	-
Adjustment / Reclassification	-	-	(0.74)	(5.61)	-	(0.08)	-	(0.11)	(0.22)	-	(0.50)	**(7.26)**	-	(1.95)	(0.04)	**(1.99)**
As at June 30, 2016	**147.94**	**-**	**1,062.09**	**14,762.06**	**413.09**	**219.78**	**50.51**	**119.41**	**290.74**	**95.41**	**401.85**	**17,562.88**	**240.17**	**1,594.78**	**319.11**	**2,154.06**
Net Block																
As at March 31, 2012	**1,475.74**	**552.96**	**1,865.65**	**6,175.69**	**160.56**	**41.35**	**39.58**	**48.02**	**124.43**	**53.69**	**169.75**	**10,707.42**	**56.47**	**-**	**34.31**	**90.78**
As at March 31, 2013	**1,486.93**	**552.96**	**1,912.23**	**5,989.89**	**136.56**	**62.35**	**40.33**	**47.39**	**115.51**	**48.32**	**160.68**	**10,553.15**	**54.52**	**-**	**37.11**	**91.63**
As at March 31, 2014	**1,589.04**	**684.22**	**1,864.63**	**6,527.47**	**112.55**	**53.25**	**35.38**	**64.71**	**106.20**	**50.88**	**154.93**	**11,243.26**	**60.85**	**-**	**28.74**	**89.59**
As at March 31, 2015	**1,464.61**	**969.55**	**2,995.35**	**7,224.07**	**88.55**	**63.08**	**19.91**	**104.87**	**84.46**	**48.08**	**105.16**	**13,167.69**	**45.76**	**176.80**	**28.89**	**251.45**
As at March 31, 2016	**1,457.76**	**746.82**	**3,415.48**	**9,624.61**	**66.94**	**71.66**	**30.65**	**122.11**	**90.63**	**50.46**	**94.08**	**15,771.20**	**38.13**	**154.27**	**38.59**	**230.99**
As at June 30, 2016	**1,453.11**	**746.50**	**3,566.28**	**9,832.42**	**61.55**	**71.82**	**31.00**	**114.56**	**88.92**	**48.52**	**88.98**	**16,103.66**	**33.80**	**142.09**	**39.51**	**215.40**

Notes :

i) Building includes premises on Joint ownership basis in cooperative society Rs 3.25 Millions including cost of shares therein Rs 63/-

ii) During the year 2012, deduction from free hold Land pertains to rebate received from Haryana State Industrial and Infrastructural Development Corporation Limited of 20% of Land cost as per the land acquisition agreement.

iii) Depreciation /amortisation for the year includes the following amounts on account of additional depreciation due to the revaluation of fixed assets done in the financial year 2008-09 which has been charged to Profit & Loss Account.

Particulars	2016	2015	2014	2013	2012
Additional depreciation on account of revaluation of fixed assets	71.21	82.14	93.48	99.61	103.77

iv) Includes Buildings, Electrical Fittings and Furniture and Fixtures having Gross Block of Rs 17.92 Million, Rs 1.84 Million and Rs 1.60 Million and Net block as mentioned below for respective year, ownership of which does not vest in the Company.

(Rs. in Million)

Block	2016	2015	2014	2013	2012
Building	15.51	15.80	16.08	16.68	17.27
Electrical fittings	0.89	1.08	1.26	1.44	1.62
Furniture and Fixtures	0.78	0.94	1.10	1.26	1.42

v) Accumulated depreciation includes provision for diminution in value of fixed assets as below

(Rs. in Million)

Particulars	2016	2015	2014	2013	2012
Additional depreciation on account of diminution in value of fixed assets	11.12	-	19.14	-	-

vi) Gross block includes assets given on lease in the years mentioned below, details of the same are as under:-

Assets	As at March 31, 2014			As at March 31, 2013			As at March 31, 2012		
	Gross Block	Depreciation for the year	Cumulative Depreciation	Gross Block	Depreciation for the year	Cumulative Depreciation	Gross Block	Depreciation for the year	Cumulative Depreciation
Leasehold land	112.90	1.23	7.03	112.90	1.23	5.80	56.45	0.62	2.28
Buildings	232.55	7.54	42.51	232.55	6.53	34.96	85.81	2.75	14.22
Computer	1.40	0.14	0.15	1.40	-	6.72	4.09	0.59	3.41
Plant & equipment	6.45	0.27	6.43	7.02	0.97	-	1.39	0.10	1.00
Furniture & fixtures	12.80	0.81	4.20	12.80	0.65	4.65	5.45	0.33	1.96
Office equipment	12.85	0.79	5.43	12.85	0.73	2.83	3.03	0.17	1.24
Electrical fittings	6.43	0.36	3.19	6.43	0.35	3.39	3.89	0.25	1.37
Software	4.63	-	4.63	4.63	-	4.63	-	-	-
Total	**390.01**	**11.14**	**73.57**	**390.58**	**10.46**	**62.98**	**160.11**	**4.81**	**25.48**

The aforesaid leased assets were given on sub-lease to Magneti Marelli Shock Absorbers (I) Pvt. Ltd. (MM) (Earlier known as Endurance Magneti Marelli Shock Absorbers (I) Pvt. Ltd (EMM), Erstwhile joint venture with Magneti Marelli SpA). The original lease period was 10 years. As per the agreement dated 10th October, 2012 for disinvestment, the Company will sell these assets within a period of one year. Hence these assets are considered as held for sale.

vii) Freehold land procured from Karnataka Industrial Development Board (KIADB) on lease-cum-sale agreement. As per the terms of agreement, land will be transferred in the name of the Company after the expiry of ten years.

viii) Depreciation for the three months ended June 30, 2016 includes depreciation of Rs. 32.31 Mn (Rs. 24.59 Mn for the year ended March 31, 2016) on plant & machinery which has been transferred to product development expenditure lying in intangible assets under development.

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ANNEXURE XI: SUMMARY STATEMENT OF RESTATED CONSOLIDATED NON-CURRENT INVESTMENTS

(Rs. in million)

Particulars	As at June 30, 2016		As at March 31,									
			2016		2015		2014		2013		2012	
	Number of Units	Rs. in million	Number of Units	Rs. in million	Number of Units	Rs. in million	Number of Units	Rs. in million	Number of Units	Rs. in million	Number of Units	Rs. in million
A. Trade Investments (at cost)												
a) Investment in Equity instrument (Unquoted) -												
F.O.A SpA Shares	-	-	-	-	-	-	110,250	84.90	110,250	71.50	-	-
Investment in others:												
Deogiri Nagari Sahakari Bank Ltd.	-	-	-	-	-	-	10,000	0.10	10,000	0.10	10,000	0.10
[Equity Shares of Rs 4 each]												
Saraswat Co-op Bank Ltd.	-	-	-	-	3,500	0.04	3,500	0.04	3,500	0.04	3,500	0.04
[Equity Shares of Rs 10 each]												
Shares - Marathwada Auto Cluster	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00	10,000	10.00	3,000	3.00
[Equity Shares of Rs 100 each]												
B) Non-trade investment												
i) Investment in equity instruments (quoted)												
Indian Overseas Bank	2,300	0.06	2,300	0.06	2,300	0.06	2,300	0.06	2,300	0.06	2,300	0.06
[Equity Shares of Rs 10 each]												
National Savings Certificates	-	0.09	-	0.09	-	0.11	-	0.09	-	0.09	-	0.14
(Lodged with Government Authorities)												
Investments in Government or trust securities	-	0.05	-	0.05		0.04	-	-	-	-	-	-
Grand Total		**10.20**		**10.20**		**10.25**		**95.19**		**81.79**		**3.34**
Aggregate value of quoted investment		0.06		0.06		0.06		0.06		0.06		0.06
Aggregate market value of quoted investment		0.06		0.07		0.10		0.12		0.15		0.22
Aggregate value of unquoted investment		10.14		10.14		10.19		95.13		81.73		3.28

ANNEXURE XII: SUMMARY STATEMENT OF RESTATED CONSOLIDATED CURRENT INVESTMENTS

(Rs. in million)

Particulars	As at June 30, 2016		As at March 31,									
			2016		2015		2014		2013		2012	
	Number of Units	Rs. in million	Number of Units	Rs. in million	Number of Units	Rs. in million	Number of Units	Rs. in million	Number of Units	Rs. in million	Number of Units	Rs. in million
Investments in Units of Mutual Funds - Unquoted												
(i) ICICI Prudential Fund-Flexible Income Plan- Direct Growth	446,974.67	120.84	446,974.67	120.84	-	-	-	-	-	-	-	-
(ii) ICICI Prudential Liquid Plan-Direct Growth	-	-	525,496.16	115.00	-	-	-	-	-	-	-	-
(iii) Birla Sun Life Cash Plus-Growth-Direct Plan	676,041.92	160.48	926,777.82	220.00	-	-	-	-	-	-	-	-
Total		**281.32**		**455.84**		-		-		-		-

ANNEXURE XIII: SUMMARY STATEMENT OF RESTATED CONSOLIDATED INVENTORIES

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
(a) Raw Materials & Components	816.66	748.80	814.07	635.30	506.71	566.07
Goods in Transit	247.22	124.24	230.53	74.42	99.54	23.87
	1,063.88	**873.04**	**1,044.60**	**709.72**	**606.25**	**589.94**
(b) Work in Process	1,519.14	1,347.47	1,166.02	919.56	749.98	767.19
(C) Finished Goods	932.08	884.76	771.15	314.19	332.71	338.50
Goods in Transit	521.93	420.80	417.43	273.29	144.66	133.00
	1,454.01	**1,305.56**	**1,188.58**	**587.48**	**477.37**	**471.50**
(d) Stock-in-trade (acquired for trading)	18.35	14.83	7.92	6.00	12.56	4.40
(e) Stores, Spares and Packing Material	500.30	483.10	396.75	357.25	325.30	302.97
(f) Loose tools and instruments	47.12	43.00	53.91	71.48	75.75	92.02
Grand Total	**4,602.80**	**4,067.00**	**3,857.78**	**2,651.49**	**2,247.21**	**2,228.02**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XIV: SUMMARY STATEMENT OF RESTATED CONSOLIDATED LONG TERM AND SHORT TERM LOANS AND ADVANCES

(Rs. in million)

Particulars	Non-Current portion						Current portion					
	As at June 30, 2016	As at March 31,					As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012		2016	2015	2014	2013	2012
Unsecured, Considered Good , unless otherwise stated.												
(a) Capital Advances	323.40	635.36	649.75	377.26	291.49	135.46	-	-	-	-	-	-
(b) Security Deposits	51.68	46.38	40.64	52.14	47.32	37.19	-	-	-	-	-	-
(c) Prepaid Expenses	5.26	6.78	8.92	2.78	4.67	1.11	113.43	107.20	100.44	71.24	79.19	88.56
(d) Taxes paid in advance less provision (Current tax & Fringe benefit tax)	10.97	10.97	118.23	84.15	72.37	98.19	-	-	-	-	-	-
(e) Sales tax/ VAT Receivable	11.33	11.14	16.60	17.33	17.29	19.27	-	-	-	-	-	-
(f) Deposits paid under protest - other	100.00	100.00	-	-	-	-	-	-	-	-	-	-
(g) Loans and Advances to Employees	-	-	-	-	-	-	19.86	17.23	14.57	13.50	11.05	10.30
(h) Balance with Central Excise, Customs, Port Trust etc.	-	-	-	-	-	-	346.88	433.31	542.17	223.50	73.77	83.44
(i) Other loans & advances (Advances to suppliers, capital cenvat receivable etc.)	149.00	142.82	106.76	106.13	58.95	49.94	-	-	-	-	-	-
Considered good	-	-	-	-	-	-	467.99	538.97	460.29	349.73	365.98	278.35
Considered doubtful	-	-	-	-	-	-	1.43	1.43	1.55	1.82	1.82	-
	-	-	-	-	-	-	469.42	540.40	461.84	351.55	367.80	278.35
Less: Provision for doubtful loans & advances	-	-	-	-	-	-	1.43	1.43	1.55	1.82	1.82	-
	-	-	-	-	-	-	467.99	538.97	460.29	349.73	365.98	278.35
(j) MAT Credit entitlement	-	-	-	-	-	-	-	-	-	-	-	1.49
Grand Total	**651.64**	**953.45**	**940.90**	**639.79**	**492.09**	**341.16**	**948.16**	**1,096.71**	**1,117.47**	**657.97**	**529.99**	**462.14**

ANNEXURE XV: SUMMARY STATEMENT OF RESTATED CONSOLIDATED TRADE RECEIVABLES

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
i) Trade receivable outstanding for a period exceeding six months from the date they were due for payment						
Unsecured, considered good	38.97	46.22	61.45	70.29	111.65	363.90
Considered doubtful	13.57	21.36	48.88	11.59	13.54	14.74
	52.54	**67.58**	**110.33**	**81.88**	**125.19**	**378.64**
ii) Other trade receivable						
Unsecured, considered good	8,046.62	5,885.19	5,733.44	6,680.08	6,095.73	5,746.46
Considered doubtful	15.66	3.21	2.35	-	-	-
	8,062.28	**5,888.40**	**5,735.79**	**6,680.08**	**6,095.73**	**5,746.46**
Less: Provision for doubtful debts	29.23	24.57	51.23	11.59	13.54	14.74
Grand Total	**8,085.59**	**5,931.41**	**5,794.89**	**6,750.37**	**6,207.38**	**6,110.36**

ANNEXURE XVI: SUMMARY STATEMENT OF RESTATED CONSOLIDATED CASH AND BANK BALANCES

(Rs. in million)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
A. Cash and Cash equivalents						
(a) Cash in Hand	2.20	1.92	2.21	2.09	2.86	2.89
(b) Cheques on Hand	-	0.40	1.38	3.37	26.18	11.62
(c) Balance with Scheduled Banks:	-	-	-	-	-	-
i) In current accounts	2,138.08	1,653.23	896.46	1,010.08	768.20	783.86
ii) In EEFC accounts	-	-	-	24.36	20.09	58.49
iii) In deposit accounts (original maturity of three months or less)	-	-	-	-	418.77	471.13
Total cash and cash equivalents	**2,140.28**	**1,655.55**	**900.05**	**1,039.90**	**1,236.10**	**1,327.99**
B. Other bank balances						
a) In earmarked accounts						
i) Balance held as margin money against borrowings	18.66	18.66	36.39	154.26	265.77	138.43
Grand Total (A+B)	**2,158.94**	**1,674.21**	**936.44**	**1,194.16**	**1,501.87**	**1,466.42**

ANNEXURE XVII: SUMMARY STATEMENT OF RESTATED CONSOLIDATED OTHER NON CURRENT ASSETS AND OTHER CURRENT ASSETS

(Rs. in million)

Particulars	Non-Current portion						Current portion					
	As at June 30, 2016	As at March 31,					As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012		2016	2015	2014	2013	2012
(a) Deposits with Bank (under lien)	-	-	9.50	1.20	5.94	36.96	-	-	-	-	-	-
(b) Unamortised premium on forward/option contracts	4.06	6.40	21.22	44.74	25.42	-	12.66	14.82	23.88	38.24	45.04	46.87
(c) Interest accrued on deposit	-	-	-	-	-	-	2.15	1.20	6.41	10.82	12.43	12.14
(d) Receivable for sale of fixed assets	-	-	-	-	-	-	2.04	10.26	4.37	11.57	16.34	37.42
(e) Credit receivable for wind power generation, job work receivable and other receivables	-	-	-	-	-	-	84.66	26.13	29.25	34.34	45.62	51.46
(f) Government incentive/grant receivable (Refer note 6 of annexure IV-D)	65.36	69.41	-	-	-	-	-	80.56	119.37	30.88	33.36	-
(g) Other receivables	-	-	-	-	7.68	46.14	-	0.28	20.58	33.70	0.05	-
(h) Interest accrued on trade & other receivables	-	-	-	-	-	-	-	-	-	-	8.02	-
(i) Unamortised discount on commercial papers	-	-	-	-	-	-	2.58	-	-	-	-	-
Grand Total	**69.42**	**75.81**	**30.72**	**45.94**	**39.04**	**83.10**	**104.09**	**133.25**	**203.86**	**159.55**	**160.86**	**147.89**

ANNEXURE XVIII: SUMMARY STATEMENT OF RESTATED CONSOLIDATED REVENUE FROM OPERATIONS

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Revenue from operations						
(a) Sale of Products	15,196.96	55,344.84	51,506.11	44,409.04	40,340.94	40,028.46
(b) Sale of Services - jobwork receipts	10.19	46.39	120.07	78.14	113.62	155.00
(c) Other Operating Revenues						
Wind Power Generation - Sales	2.88	8.93	7.24	10.44	14.29	16.66
Export Incentives	10.23	36.06	53.57	49.81	19.14	17.97
Scrap Sales	187.47	841.77	784.50	669.43	624.17	620.77
Total	**15,407.73**	**56,277.99**	**52,471.49**	**45,216.86**	**41,112.16**	**40,838.86**
Less : Excise Duty	982.21	3,872.45	3,301.99	3,097.82	2,887.23	2,521.37
Grand Total	**14,425.52**	**52,405.54**	**49,169.50**	**42,119.04**	**38,224.93**	**38,317.49**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XIX: SUMMARY STATEMENT OF RESTATED CONSOLIDATED OTHER INCOME

(Rs. in million)

Particulars	Nature of Income	For the three months ended June 30, 2016	For the year ended March 31,				
			2016	2015	2014	2013	2012
(a) Interest Income							
i) From bank on fixed deposits	Recurring	0.39	2.75	7.27	69.09	38.49	39.36
ii) Income tax refund	Non - Recurring	-	17.46	0.51	-	-	1.45
iii) overdue trade receivable	Non - Recurring	-	-	-	-	2.71	2.47
iv) others	Recurring	1.46	3.25	3.44	15.92	2.32	2.21
(b) Dividend Income from long term investments	Recurring	-	0.01	0.01	0.01	0.02	0.02
(c) Other non-operating income							
i) Cash discount received	Recurring	8.74	40.61	47.55	37.48	31.12	35.72
ii) Profit on sale of fixed assets (net)	Non - Recurring	43.05	-	91.03	18.48	13.65	14.88
iii) Foreign exchange fluctuation gain (net)	Recurring	8.04	26.85	-	-	0.41	-
iv) Incentive received	Recurring	-	93.94	119.37	30.88	48.02	-
v) Miscellaneous income	Recurring	42.22	155.05	55.70	112.86	147.11	9.34
Grand Total		**103.90**	**339.92**	**324.88**	**284.72**	**283.85**	**105.45**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XX: SUMMARY STATEMENT OF RESTATED CONSOLIDATED COST OF MATERIALS CONSUMED

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
(a) Raw material and components consumed						
Opening stock	748.80	814.07	635.30	506.71	566.07	535.75
Add: Purchases	8,500.74	30,797.87	30,797.97	26,837.51	24,078.88	23,840.77
Less: Closing stock	816.66	748.80	814.07	635.30	506.71	566.07
Material consumed	8,432.88	30,863.14	30,619.20	26,708.92	24,138.24	23,810.45
(b) Cost of material capitalised	(14.69)	(102.91)	(121.26)	(94.97)	(154.06)	(163.17)
Total	**8,418.19**	**30,760.23**	**30,497.94**	**26,613.95**	**23,984.18**	**23,647.28**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXI: SUMMARY STATEMENT OF RESTATED CONSOLIDATED PURCHASES OF STOCK-IN-TRADE (TRADED GOODS)

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Components and spares	24.87	78.64	63.05	42.63	10.81	21.77
Total	**24.87**	**78.64**	**63.05**	**42.63**	**10.81**	**21.77**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXII: SUMMARY STATEMENT OF RESTATED CONSOLIDATED CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS 'AND STOCK -IN-TRADE

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Inventories at the beginning of the year:						
Finished goods	1,305.56	1,188.58	587.48	477.37	471.50	458.36
Work-in-progress	1,347.47	1,166.02	919.56	749.98	767.19	738.43
Stock-in-trade	14.83	7.93	6.00	12.56	4.40	4.48
Inventories at the end of the year:						
Finished goods	(1,454.01)	(1,305.56)	(1,188.58)	(587.48)	(477.37)	(471.50)
Work-in-progress	(1,519.14)	(1,347.47)	(1,166.02)	(919.56)	(749.98)	(767.19)
Stock-in-trade	(18.35)	(14.83)	(7.92)	(6.00)	(12.56)	(4.40)
Total	**(323.64)**	**(305.33)**	**(849.48)**	**(273.13)**	**3.18**	**(41.82)**

ANNEXURE XXIII: SUMMARY STATEMENT OF RESTATED CONSOLIDATED FINANCE COSTS

(Rs. in million)

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
(a) Interest Expense on						
(i) Fixed Period Term Loans	42.64	200.97	302.14	383.06	423.29	498.84
(ii) Others						
- Interest on delayed / deferred payment of income tax	-	-	-	4.55	-	-
- Others	28.36	139.31	139.09	225.75	347.78	299.45
(b) Other Borrowing Costs						
- Bank Charges	2.41	5.67	15.68	39.42	82.91	64.05
- Discounting charges on commercial paper	12.49	51.75	-	-	-	-
(c) Net loss on foreign currency transactions and translation	16.33	66.74	53.08	156.81	74.87	92.71
(considered as finance cost)						
Total	**102.23**	**464.44**	**509.99**	**809.59**	**928.85**	**955.05**

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXIV: SUMMARY STATEMENT OF DIVIDEND PAID / PROPOSED ON EQUITY SHARES AND PREFERENCE SHARES

1. Statement of dividend paid / proposed on Equity Shares

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Equity Shares - Numbers	140,662,848	43,957,140	43,957,140	43,957,140	43,957,140	45,400,783
Face Value	10	4	4	4	4	4
Amount (Rs. In million)*	1,406.63	175.83	175.83	175.83	175.83	181.60
Final Dividend						
Rate of Dividend (%)*	-	3.75%	70.00%	30.00%	20.00%	18.75%
Dividend per Share (Rs.)*	-	0.38	2.80	1.20	0.80	0.75
Amount of Dividend (Rs. in million)	-	52.75	123.08	52.75	35.17	32.97
Corporate Dividend Tax (Rs. in million) (Restated)	-	10.74	25.06	14.91	3.73	5.20
Interim Dividend						
Rate of Dividend (%)	-	70%	-	-	-	-
Dividend per Share (Rs.)	-	2.80	-	-	-	-
Amount of Dividend (Rs. in million)	-	123.08	-	-	-	-
Corporate Dividend Tax (Rs. in million)	-	25.06	-	-	-	-

***Refer Notes to Annexure V.**

2. Statement of dividend paid / proposed on Preference Shares

Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Preference Shares - Numbers Rs. 10 each	-	-	1,680,000	1,680,000	1,680,000	1,680,000
Amount (Rs. In Million)	-	-	16.80	16.80	16.80	16.80
Rate of Dividend (%) #	-	-	10.00%	10.00%	9.00%	8.50%
Dividend per Share (Rs.)	-	-	0.35	1.00	0.90	0.85
Amount of Dividend (Rs. in million)	-	-	0.59	1.68	1.51	1.43
Corporate Dividend Tax (Rs. in million)	-	-	0.10	0.28	0.25	0.23

 # On August 7, 2014, preference shares were redeemed and dividend was paid proportionately.

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXV: SUMMARY STATEMENT OF CONSOLIDATED ACCOUNTING RATIOS

	Particulars	For the three months ended June 30, 2016	For the year ended March 31,				
			2016	2015	2014	2013	2012
A.	Restated profit for the period / year	800.51	2,911.98	2,523.78	2,044.77	1,692.93	1,823.03
B.	Less: Dividend and tax thereon on preference shares	-	-	0.69	1.96	1.76	1.65
C.	Net Profit as restated attributable to equity shareholders - (Rs. in million)	800.51	2,911.98	2,523.09	2,042.81	1,691.17	1,821.38
D.	Net Worth - (Rs. in million)	15,352.32	14,555.87	11,418.26	9,804.73	7,356.53	6,097.19
E.	Preference Share capital (Rs. in million)	-	-	-	16.80	16.80	16.80
F.	Total number of shares outstanding at the end of the period/year (without giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016 respectively for the year ended 2016, 2015, 2014, 2013 and 2012) (in numbers) (Refer notes to Annexure V)	-	43,957,140	43,957,140	43,957,140	43,957,140	45,400,783
G.	Weighted average number of equity shares outstanding during the period/year (after giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016 respectively for the year ended 2016, 2015, 2014, 2013 and 2012) - (in numbers)	140,662,848	140,662,848	140,662,848	140,662,848	140,807,715	140,842,888
H.	Total number of shares outstanding at the end of the period/year (after giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016. - (in numbers)	140,662,848	140,662,848	140,662,848	140,662,848	140,662,848	141,240,305
I.	Basic Earnings per share (In Rs.) **(C/G)**	5.69	20.70	17.94	14.52	12.01	12.93
J.	Return on net worth (In %) **(A/D)**	5.21%	20.01%	22.10%	20.85%	23.01%	29.90%
K.	Net asset value (without giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016 respectively for the year ended 2016, 2015, 2014, 2013 and 2012) (In Rs.) (D-E/F)	-	331.14	259.76	222.67	166.97	133.93
L.	Net asset value (after giving giving effect of consolidation of shares and issue of bonus shares, which happened on May 18, 2016 and May 29, 2016. (In Rs.) (D-E/H)	109.14	103.48	81.17	69.58	52.18	43.05

Notes:

1 Diluted Earnings Per Share (EPS) is the same as the Basic EPS.

2 Net Profit after tax denotes Net Profit after tax, as restated, as disclosed in the Annexure II.

3 The ratios have been computed as below:

I) **Earnings per share (Rs.)**

$$\frac{\text{Net profit attributable to equity shareholders}}{\text{Weighted average number of equity shares (including Bonus Shares) outstanding during the period / year}}$$

ii) **Return on net worth (%)**

$$\frac{\text{Net profit / (loss) after tax}}{\text{Net worth excluding revaluation reserve at the end of the period / year}}$$

iii) **Net asset value per equity share (Rs.)**

$$\frac{\text{Net worth excluding revaluation reserve and preference share capital at the end of the period / year}}{\text{Number of equity shares outstanding at the end of the period / year}}$$

4 Net profit, as restated as appearing in the Statement of profits and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Consolidated restated financial statements of the Company.

5 Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share".
Subsequently, the Company has issued bonus shares (123,079,992 equity shares for consideration other than cash) in the ratio of 7:1 (7 bonus shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on May 17, 2016 and resolution passed by Shareholders at the Extraordinary General Meeting held on May 18, 2016 through capitalisation of the Capital redemption reserve and Securities premium of Rs. 1230.80 million. These equity shares have been allotted on May 29, 2016. Further, the Company has increased the authorised share capital from Rs 885.00 million to Rs. 1650 million vide shareholders approval dated May 18, 2016.

ANNEXURE XXVI: CONSOLIDATED CAPITALISATION STATEMENT

(Rs. in million)

	Particulars	Pre-Issue As at June 30, 2016	Post Issue As at June 30, 2016*
A.	Short term debt	3,359.29	3,359.29
B.	Long term debt	3,961.71	3,961.71
C.	Current Maturities of Long term Debt	2,244.90	2,244.90
	Total debt	**9,565.90**	**9,565.90**
	Shareholders' funds		
D.	- Share capital	1,406.63	1,406.63
E.	- Reserves (excluding revaluation reserve)	13,945.69	13,945.69
F.	**Total shareholders' funds**	**15,352.32**	**15,352.32**
G.	**Long term debt / Equity Ratio ((B+C)/F)**	**0.40**	**0.40**

Notes:

* The Company has not received any proceeds from the Offer.

1. The above have been computed on the basis of restated statement of accounts.

2. For the purpose of Long term debt / Equity ratio, Long term debt has been considered including current maturities of long term debt.

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXVII - RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS

(a) List of Related Parties & Relationships

S.No	Description of Relationship	Name of Related Party / Persons
1	Joint Venture	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd (Disinvested w.e.f. October 17, 2012)
2	Key Management Personnel	Mr. Anurang Jain, Managing Director Mr. Satrajit Ray, Director & Group Chief Financial Officer (w.e.f. June 6, 2014) Mr. Ramesh Gehaney, Director & Chief Operating Officer (w.e.f. June 6, 2014)
3	Relatives of Key Management Personnel with whom transactions have taken place	Mr. Naresh Chandra - Father of Mr. Anurang Jain Mrs. Suman Jain - Mother of Mr. Anurang Jain Mrs. Varsha Jain - Wife of Mr. Anurang Jain Naresh Chandra HUF
4	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	Varroc Engineering Pvt. Ltd. Varroc Elastomers Pvt. Ltd.
5	Investing Party	Adler S.P.A. (till July 24, 2013)

Note: Related party relationships are as identified by the Company and relied upon by the Auditors.

ENDURANCE TECHNOLOGIES LIMITED

ANNEXURE XXVII - RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS

(b) Summary of transactions carried out with the related party in the ordinary course of business

Rs. in million

Particulars	Nature of Relationships / Name of the Party	Transactions for the three months ended June 30,	Transactions for the year ended March 31,				
		2016	2016	2015	2014	2013	2012
Purchases	**Investing Party**						
Goods & Materials	Adler S.P.A.	-	-	-	-	-	0.43
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	10.63	24.47
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	54.32	173.46	151.07	119.99	101.80	72.95
	Total	54.32	173.46	151.07	119.99	112.43	97.85
Sales							
Goods & Materials	**Investing Party**						
	Adler S.P.A.	-	-	-	-	28.92	25.94
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	1.19	3.21
	Total	-	-	-	-	30.11	29.15
Job work received	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	-	-	-	-	-	0.07
	Adler S.P.A.	-		-	-	-	-
	Total	-	-	-	-	-	0.07
Fixed Assets	**Investing Party**						
	Adler S.P.A.		-	-	-	0.26	0.15
	Total	-	-	-	-	0.26	0.15
Expenses							
Rent	**Joint Venture**						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd		-	-	-	0.20	0.46
	Total	-	-	-	-	0.20	0.46

Rs. in million

Particulars	Nature of Relationships / Name of the Party	Transactions for the three months ended June 30,	Transactions for the year ended March 31,				
		2016	2016	2015	2014	2013	2012
Remuneration #	**Key Management Personnel**	18.93	65.08	62.92	33.08 *	30.62 *	27.68 *
	Total	18.93	65.08	62.92	33.08	30.62	27.68
	* Amount pertains to remuneration paid to Mr. Anurang Jain, Managing Director.						
Dividend Paid	**Investing Party** Adler S.P.A.	-	-	-	-	0.23	1.15
	Total	-	-	-	-	0.23	1.15
Directors Sitting Fees	**Relatives of Key Management Personnel**	0.04	0.12	0.12	0.13	0.19	0.11
	Total	0.04	0.12	0.12	0.13	0.19	0.11
Professional Charges	**Relatives of Key Management Personnel**	0.43	1.93	4.38	3.71	2.92	2.49
Remuneration #		1.39	3.95	-	-	-	-
	Total	1.82	5.88	4.38	3.71	2.92	2.49
Labour Charges Paid	**Investing Party**						
	Adler S.P.A.	-	-	-	-	1.86	-
	Joint Venture Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	0.24
	Total	-	-	-	-	1.86	0.24
Expenses Reimbursed	**Joint Venture**						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	0.72	1.49
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	-	-	-	0.01	0.01	0.01
	Total	-	-	-	0.01	0.73	1.50
Income Rent Receipts	**Joint Venture** Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	8.05	13.76
	Total	-	-	-	-	8.05	13.76
Interest Receipts	**Investing Party** Adler S.P.A.	-	-	-	-	2.47	1.97
	Total	-	-	-	-	2.47	1.97

Rs. in million

Particulars	Nature of Relationships / Name of the Party	Transactions for the three months ended June 30,	Transactions for the year ended March 31,				
		2016	2016	2015	2014	2013	2012
Expenses Recovered	**Investing Party**						
	Adler S.P.A.	-	-	-	-	1.23	0.15
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	0.01
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	-	0.01	-	-	-	-
	Total	-	0.01	-	-	1.23	0.16
Other Income	**Investing Party**						
	Adler S.P.A.	-	-	-	-	3.75	-
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	2.69	2.71
	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	0.07	0.14	0.11	0.19	0.11	-
	Total	0.07	0.14	0.11	0.19	6.55	2.71
DEPB licence Sales	**Joint Venture**						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	0.03	-
	Total	-	-	-	-	0.03	-
Balance Outstanding							
Receivables	**Investing Party**						
	Adler S.P.A.	-	-	-	-	39.19	29.80
	Joint Venture						
	Endurance Magneti Marelli Shock Absorbers (I) Pvt Ltd	-	-	-	-	-	47.89
	Total	-	-	-	-	39.19	77.69
Payables	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	17.76	15.40	12.10	12.80	15.94	10.79
	Total	17.76	15.40	12.10	12.80	15.94	10.79

Employee benefit payable (gratuity and leave encashment) are calculated on the basis of actuarial valuation. Amount payable for individual employees as at each year ended March 31 and period ended June cannot be separately identified and therefore has not been included in above.

Deloitte
Haskins & Sells LLP

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INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF ENDURANCE TECHNOLOGIES LIMITED (FORMERLY KNOWN AS ENDURANCE TECHNOLOGIES PRIVATE LIMITED)

Report on the Interim Condensed Standalone Financial Statements

We have audited the accompanying interim condensed standalone financial statements of **ENDURANCE TECHNOLOGIES LIMITED** (formerly known as **ENDURANCE TECHNOLOGIES PRIVATE LIMITED**) ("the Company"), which comprise the interim Condensed Balance Sheet as at 30th June, 2016, the related interim Condensed Statement of Profit and Loss, Statement of Changes in Equity and interim Condensed Cash Flow Statement for the three months ended 30th June, 2016, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Interim Condensed Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these interim condensed standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the requirements of Indian Accounting Standard 34 on Interim Financial Reporting (Ind AS 34) specified under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. 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 interim condensed standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Regd. Office: 12, Dr. Annie Besant Road, Opp. Shiv Sagar Estate, Worli, Mumbai - 400 018, India. (LLP Identification No. AAB-8737)

Auditor's Responsibility

Our responsibility is to express an opinion on these interim condensed standalone financial statements based on our audit. We conducted our audit of the interim condensed standalone financial statements 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 interim condensed standalone 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 auditor considers internal financial control relevant to the Company's preparation of the interim condensed standalone financial statements that give 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 control 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 interim condensed standalone financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid interim condensed standalone financial statements give the information so required and give a true and fair view in conformity with the requirements of Indian Accounting Standard 34 on Interim Financial Reporting specified under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 30th June, 2016, and its profit, changes in equity and its cash flows for the three months ended on that date.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Hemant M. Joshi
(Partner)
(Membership No. 038019)

Mumbai, 26th August, 2016

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)
Condensed Balance Sheet as at June 30, 2016

Rs. in million

	Particulars	Note No.	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
	ASSETS				
1	**Non-current assets**				
	(a) Property, plant and equipment	3	7,828.34	7,662.90	7,344.73
	(b) Capital work-in-progress		563.23	463.90	214.53
	(c) Other intangible assets	3	65.61	68.31	68.14
	(d) Intangible assets under development		3.99	5.46	1.78
	(e) Financial assets				
	(i) Investments	4	3,646.68	3,646.69	3,646.73
	(ii) Other financial assets	5	229.53	232.70	179.79
	(f) Deferred tax assets (net)	17A	133.15	100.77	165.01
	(g) Other non-current assets	6	1,676.13	1,600.74	1,745.08
	Total Non - Current Assets		**14,146.66**	**13,781.47**	**13,365.79**
2	**Current assets**				
	(a) Inventories	7	2,450.90	1,953.08	1,981.05
	(b) Financial assets				
	(i) Investments	4A	298.86	471.64	-
	(ii) Trade receivables	8	4,486.43	3,165.07	2,897.61
	(iii) Cash and bank balances	9	53.10	75.78	61.57
	(iv) Other financial assets	5A	22.01	18.43	21.00
	(c) Other current assets	6A	417.55	530.91	508.19
	Total Current Assets		**7,728.85**	**6,214.91**	**5,469.42**
	Total Assets (1+2)		**21,875.51**	**19,996.38**	**18,835.21**
	EQUITY AND LIABILITIES				
1	**Equity**				
	(a) Equity share capital	10	1,406.63	175.83	175.83
	(b) Other equity	10 A	12,637.11	13,321.15	11,527.22
	Total equity attributable to owners of the Company		**14,043.74**	**13,496.98**	**11,703.05**
	LIABILITIES				
2	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	11	477.10	780.81	1,674.47
	(ii) Other financial liabilities	12	28.31	27.93	28.43
	(b) Provisions	13	253.15	225.41	204.95
	Total Non - Current Liabilities		**758.56**	**1,034.15**	**1,907.85**
3	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	14	1,631.23	687.76	593.14
	(ii) Trade payables				
	(a) Total outstanding dues of micro enterprises and small enterprises	15	485.27	497.73	446.08
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	15	3,099.09	2,621.50	2,502.25
	(iii) Other financial liabilities	12 A	1,159.35	1,174.84	1,372.01
	(b) Provisions	13 A	94.22	88.06	66.24
	(c) Current tax Liabilities (Net)	17	123.54	8.34	37.76
	(d) Other current liabilities	16	480.51	387.02	206.83
	Total Current Liabilities		**7,073.21**	**5,465.25**	**5,224.31**
	Total Equity and Liabilities (1+2+3)		**21,875.51**	**19,996.38**	**18,835.21**
	Significant accounting policies	1			
	See accompanying notes to the financial statements				

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors

Naresh Chandra	**Anurang Jain**	**Asanka Rodrigo**
Chairman	**Managing Director**	**Director**
(DIN : 00027696)	**(DIN : 00291662)**	**(DIN : 03010463)**

Hemant M Joshi
Partner
Date: August 26, 2016
Place : Mumbai

Partho S Datta	**Satrajit Ray**	**Sunil Lalai**
Director	**Director & Group CFO**	**Group Company Secretary**
(DIN : 00040345)	**(DIN : 00191467)**	**& Head–Legal**

Date : August 26, 2016
Place : Mumbai

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)
Condensed Statement of Profit and Loss for the three months ended June 30, 2016

Rs. in million

	Particulars	Note No.	For the three months ended June 30, 2016	For the three months ended June 30, 2015
I	Revenue from operations	18	10,608.17	9,675.04
II	Other income	19	39.68	64.10
III	**Total Income (I + II)**		**10,647.85**	**9,739.14**
IV	**EXPENSES**			
	Cost of materials consumed	20a	6,328.68	5,954.61
	Purchases of stock-in-trade (traded goods)	20b	24.87	19.79
	Changes in stock of finished goods, work-in-progress and stock-in-trade (traded goods)	20c	(187.88)	(250.69)
	Excise duty on sale of goods		982.21	926.24
	Employee benefits expense	21	575.99	535.66
	Finance costs	22	62.93	89.68
	Depreciation and amortisation expense	3	398.66	330.07
	Other expenses	23	1,700.59	1,511.18
	Total Expenses		**9,886.05**	**9,116.54**
V	**Profit before tax (III - IV)**		**761.80**	**622.60**
VI	**Tax Expense**			
	Current tax		234.84	100.35
	(includes excess provision for tax relating to prior year Rs. Nil, June 30, 2015 Rs. 69.56 million)			
	Deferred tax		(28.23)	(23.24)
	Total tax expense		**206.61**	**77.11**
VII	**Profit for the period (V - VI)**		**555.19**	**545.49**
VIII	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss			
	Remeasurements of defined benefit plans		12.59	4.38
	Income-tax relating to items that will not be reclassified to profit or loss		(4.16)	(1.45)
IX	**Total comprehensive income for the period**		546.76	542.56
X	**Earnings per equity share** (Nominal value per share Rs. 10 each), not annualised	31		
	Basic and Diluted (in Rs.)		3.95	3.88
	Significant accounting policies	1		
	See accompanying notes to the financial statements			

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Hemant M Joshi
Partner
Date: August 26, 2016
Place : Mumbai

Partho S Datta
Director
(DIN : 00040345)

Satrajit Ray
Director & Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company Secretary
& Head–Legal

Date: August 26, 2016
Place: Mumbai

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)

Statement of changes in equity as on June 30, 2016

Changes in equity

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Balance at the beginning of the period / year	175.83	175.83	175.83
Bonus shares issued during the period/year	1,230.80	-	-
Shares bought back during the period/year	-	-	-
Balance at the end of the period / year	**1,406.63**	**175.83**	**175.83**

Changes in Other equity

Other equity

Rs. in million

Particulars	Reserves and Surplus						
	Capital redemption reserve	**Securities premium reserve**	**General reserve**	**Capital Subsidy**	**Retained earnings**	**Other Comprehensive Income**	**Total**
Balance at March 31, 2015 as per previous GAAP	23.21	1,367.99	1,208.89	14.50	8,762.73	-	11,377.32
Ind AS Adjustments							
Dividend (including tax thereon)	-	-	-	-	148.14	-	148.14
Impact on borrowing due to amortisation	-	-	-	-	0.01	-	0.01
Fair valuation accounting for forward contract	-	-	-	-	(1.77)	-	(1.77)
Discounting of long term warranty provision	-	-	-	-	5.33	-	5.33
Tax effect of Ind AS adjustments	-	-	-	-	(1.81)	-	(1.81)
Effect of Ind AS adjustment	**-**	**-**	**-**	**-**	**149.90**	**-**	149.90
Balance as at April 1, 2015 as per Ind AS	**23.21**	**1,367.99**	**1,208.89**	**14.50**	**8,912.63**	**-**	**11,527.22**

Particulars	Reserves and Surplus						
	Capital redemption reserve	**Securities premium reserve**	**General reserve**	**Capital Subsidy**	**Retained earnings**	**Other Comprehensive Income**	**Total**
Balance at April 1, 2015 as per Ind AS	23.21	1,367.99	1,208.89	14.50	8,912.63	-	11,527.22
Profit for the year	-	-	-	-	2,086.44	-	2,086.44
Other comprehensive income for the year, net of income tax	-	-	-	-	-	0.75	0.75
Capital Subsidy received during the year	-	-	-	3.00	-	-	3.00
Total comprehensive income for the year	**23.21**	**1,367.99**	**1,208.89**	**17.50**	**10,999.07**	**0.75**	**13,617.41**
Payment of dividend	-	-	-	-	(246.16)	-	(246.16)
Tax on Dividend	-	-	-	-	(50.10)	-	(50.10)
Total	**-**	**-**	**-**	**-**	**(296.26)**	**-**	**(296.26)**
Balance as at March 31, 2016 as per Ind AS	**23.21**	**1,367.99**	**1,208.89**	**17.50**	**10,702.81**	**0.75**	**13,321.15**

Particulars	Reserves and Surplus						
	Capital redemption reserve	**Securities premium reserve**	**General reserve**	**Capital Subsidy**	**Retained earnings**	**Other Comprehensive Income**	**Total**
Balance at April 1, 2016 as per Ind AS	23.21	1,367.99	1,208.89	17.50	10,702.81	0.75	13,321.15
Profit for the three months ended	-	-	-	-	555.19	-	555.19
Other comprehensive income for the period, net of income tax	-	-	-	-	-	(8.43)	(8.43)
Issue of bonus shares	(23.21)	(1,207.59)	-	-	-	-	(1,230.80)
Capital Subsidy received during the period	-	-	-	-	-	-	-
Total comprehensive income for the period	**-**	**160.40**	**1,208.89**	**17.50**	**11,258.00**	**(7.68)**	**12,637.11**
Balance as at June 30, 2016 as per Ind AS	**-**	**160.40**	**1,208.89**	**17.50**	**11,258.00**	**(7.68)**	**12,637.11**

Endurance Technologies Limited
(Formerly Known as Endurance Technologies Private Limited)

Condensed Cash flow statement for the three months ended June 30, 2016

Rs. in million

Sr.	Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
A	**Cash flows from operating activities**		
	Profit for the period	761.80	622.60
	Adjustments for:		
	Depreciation and amortisation	398.66	330.07
	Impairment loss recognised on trade receivable	-	1.58
	Provision for employee benefits	27.89	45.73
	Provision for warranty claims	(1.98)	6.98
	Finance costs recognised	62.93	89.68
	Loss/ (profit) on disposal of property, plant and equipment	(3.35)	(10.84)
	Excess provision/credit balances written back (net)	(0.39)	(7.68)
	Interest income recognised	(1.84)	(4.04)
	Unrealised forex fluctuation (gain)/ loss (net)	(14.61)	16.20
	Unrealised (gain)/Loss on financial assets/liabilities	1.93	(0.78)
	Operating profit before working capital changes	**1,231.04**	**1,089.50**
	Movements in working capital:		
	Adjustments for (increase)/decrease in operating assets:		
	Inventories	(497.83)	(266.52)
	Trade receivables	(1,318.36)	(521.67)
	Other Financial assets	39.32	29.50
	Adjustments for (increase)/decrease in operating Liabilities:		
	Trade payables	471.27	383.60
	Provisions	(4.60)	(3.20)
	Other Financial liabilities	93.88	86.91
	Cash generated from operations	**14.72**	**798.12**
	Income taxes paid	(119.64)	(86.11)
	Net cash generated by operating activities	**(104.92)**	**712.01**

Endurance Technologies Limited
(Formerly Known as Endurance Technologies Private Limited)

Condensed Cash flow statement for the three months ended June 30, 2016

Rs. in million

Sr.	Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
B	**Cash flows from investing activities**		
	Payments for property, plant and equipment (including Capital work in progress and capital advances)	(786.00)	(570.75)
	Proceeds from disposal of property, plant and equipment	7.34	15.62
	Payment to acquire / proceeds on sale of current investment (Mutual Fund)	174.52	(120.00)
	Proceeds from sale of non current investments	-	0.02
	Fixed deposits with bank not considered as cash or cash equivalents	-	13.26
	Interest received	0.89	3.90
	Net cash (used in)/generated by investing activities	**(603.25)**	**(657.95)**
C	**Cash flows from financing activities**		
	Proceeds from borrowings	1,292.98	681.77
	Repayment of borrowings	(618.53)	(740.19)
	Interest paid	(69.52)	(89.39)
	Incentive received	80.56	119.37
	Net cash used in financing activities	**685.49**	**(28.44)**
	Net increase in cash and cash equivalents	**(22.68)**	**25.62**
	Cash and cash equivalents at the beginning of the period	57.13	25.18
	Cash and cash equivalents at the end of the period	34.45	50.80
	Net increase in cash & cash equivalents	**(22.68)**	**25.62**

Notes:

1 Figure in bracket represents outflows.

2 Issue of shares during the three months ended June 30, 2016 are for consideration other than cash.

See accompanying notes to the financial statements

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Hemant M Joshi
Partner
Date: August 26, 2016
Place : Mumbai

Partho S Datta
Director
(DIN : 00040345)

Satrajit Ray
Director & Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company Secretary & Head–Legal

Date: August 26, 2016
Place: Mumbai

1 Corporate Information

Consequent to the conversion of the Company from private limited to public limited with effect from 31st May, 2016, the name of the Company has changed from Endurance Technologies Private Limited to Endurance Technologies Limited.
The Company is a public limited company incorporated and domiciled in India. The address of its registered office is K-228, MIDC industrial area, Waluj, Aurangabad, Maharashtra, 431136, India.
The financial statements were approved by the Board of Directors and authorised for issue on August 26, 2016

2 SIGNIFICANT ACCOUTING POLICIES

2.01 Statement of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016. Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at June 30, 2016, March 31, 2016 and April 1, 2015 and of the Other comprehensive income for the period ended June 30, 2016 and June 30, 2015.

These financial statements have been prepared in accordance with Ind AS 34 Interim Financial Reporting as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

2.02 Basis of preparation and presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.03 Use of estimate

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets and provisions and contingent liabilities.

Impairment of investments

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2.10.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

Product warranty expenses

The estimated liability for product warranties is accounted when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures.

2.04 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

1. Sale of goods
Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:
• the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
• the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
• the amount of revenue can be measured reliably;
• it is probable that the economic benefits associated with the transaction will flow to the Company; and
• the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from operation includes Excise Duty but excludes Sales Tax and Value Added Tax.

2. Job-work revenues are accounted as and when the services are rendered.

3. Benefit on account of entitlement of import of goods free of duty under the “Duty Entitlement Pass Book under Duty exemption Scheme” (DEPB Scheme) is accounted in the year of export.

4. Dividend income from investments is recognised when the shareholder’s right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.

2.05 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating Lease
Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term. Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

Finance Lease
Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

2.06 Foreign Currency

The functional currency of Endurance Technologies Limited is Indian rupee.
Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

2.07 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.
Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.08 Government grants and export incentives

(i) Government grants in respect to manufacturing units located in developing regions

The Company is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Company accounts for its entitlements on accrual basis on approval of the initial claim by the relevant authorities.

(ii) Government grants in respect of additional Capital Expenditure

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets is accounted for as deferred income. The grant is recognised as income over the life of a depreciable asset by accounting deferred income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

(iii) Export Benefits

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

iv) Government Grant in respect of Loan
The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

2.09 Employee benefits

1. Defined Contribution Plan:
Provident Fund: The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employee's salary. The contributions as specified under the law are paid to the Central Government Provident Fund and the Family Pension Fund and the same is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due and when services are rendered by the employees.

2. Defined Benefit Plan:
For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur.

Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

• service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
• net interest expense or income; and
• remeasurement.

(i) Gratuity: The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. For the employees of specified grades, 30 days salary is payable upon completion of 10 years of service. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation. The Company has taken a Group Gratuity cum Life Assurance Scheme with LIC of India for future payment of gratuity to the eligible employees.

(ii) Compensated Absences: The Company provides for the encashment of compensated absences with pay subject to certain rules. The employees are entitled to accumulate compensated absences subject to certain limits, for future encashment. Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit and the accumulated leave expected to be carried forward beyond twelve month is treated as long-term employee benefit which are provided based on the number of days of un utilised compensated absence on the basis of an independent actuarial valuation. The Company has taken a policy with LIC of India for future payment of compensated absences encashment to its employees.

2.10 Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax
The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income/statement of profit or loss] because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.
The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis

Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

The Company recognises interest levied and penalties related to income tax assessments in income tax expenses.

2.11 Property Plant and Equipment

Property plant & equipment are stated at cost of acquisition or construction where cost includes amount added/deducted on revaluation less accumulated depreciation / amortization and impairment loss, if any. Pre-operative expenses including trial run expenses (net of revenue) are capitalised. All costs relating to the acquisition and installation of fixed assets are capitalised and include borrowing costs relating to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use. The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodies within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in Statement of Profit and Loss as and when incurred.

Depreciation on tangible property plant & equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

i) Plant & Equipment - 7.5 years/10 years.

ii) Vehicles – 5 years/7 years

iii) Dies and moulds are depreciated over their estimated economic life determined on the basis of their usage or under straight line method in the manner specified in Schedule II, whichever is higher.

For transition to Ind AS, the Company has elected to continue with the carrying value of all the property, plant and equipment recognised as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

2.12 Intangible Assets

Intangible assets acquired separately:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Following summarizes the nature of intangible and the estimated useful life :

(a) Technical Know-how - 6 years
(b) Software Costs & ERP Systems - Three equal annual instalments

2.13 Impairment

(i) Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired.
Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(ii) Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs
If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss.

2.14 Inventories

Inventories of raw materials and components, work-in-progress, stock-in-trade, stores & spares and tools & instruments are valued at the lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is ascertained on a weighted average basis. The cost of work-in-progress and finished goods is determined on absorption cost basis. Excise duty in respect of inventory of finished goods manufactured is shown separately as an item of expense and included in valuation of inventory of finished goods.

2.15 Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Investment in subsidiaries

Investment in subsidiaries are measured at cost as per Ind AS 27 - Separate Financial Statements

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost

Reclassification of Financial Assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company’s senior management determines change in the business model as a result of external or internal changes which are significant to the company’s operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.16 Earnings Per Share (EPS)

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

2.17 Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. property plant & equipment utilised for research and development are capitalised and depreciated/amortised in accordance with the policies stated for property plant & equipment and Intangible Assets.

2.18 Cash flow statement

The Cash Flow Statement is prepared by the indirect method set out in Ind AS 7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Company.

2.19 Current/Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is classified as current when it satisfies any of the following criteria:
- It is expected to be realized or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within 12 months after the date of reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting period

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

Current liabilities include the current portion of long term financial liabilities. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets and their realization in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

2.20 Share Capital

Ordinary Shares
Ordinary shares are classified as equity. Incremental costs, if any, directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

2.21 Fair Value Measurement

Fair value is the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell an asset or transfer the liability takes place either:

- In the principle market for the asset or liability
- In the absence of principle market, in the most advantageous market for the asset or liability.

The principle or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
- Level 1 – Quoted (Unadjusted) Market prices in active markets for incidental assets or liabilities
- Level 2 –Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation Techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers that have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Determination of Fair Value

1) Financial Assets
The fair value of financial assets is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purpose.

2) Non-Derivative financial liabilities
Fair Value, which is determined for disclosure purposes, is calculated based on the present value of future principle and interest cash flows, discounted at the market rate of interest at the reporting date.

3) Investments in Mutual Funds
The fair value of available mutual funds held for trading is determined with reference to their net asset value as at the reporting date and is recorded as other income/expense. The Company invests its surplus funds in mutual funds. These investments have been classified as fair value through Profit & Loss by the management.

2.22 Dividend

Dividend on share is recorded as liability on the date of approval by the shareholders.

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Notes forming part of condensed financial statements

3 Property Plant & Equipment

Rs. in million

Particulars	Gross Block				Depreciation/Amortisation/Diminution				Net Block
	As at April 01, 2016	Additions during the year/period	Deductions during the year/period	As at June 30, 2016	Up to April 01, 2016	For the year/period	Deductions during the year/period	Up to June 30, 2016	As at June 30, 2016
A) TANGIBLE ASSETS									
Freehold land [Refer note no (iii)]	473.06	-	-	473.06	-	-	-	-	473.06
	(739.86)	(46.63)	(313.43)	(473.06)	-	-	-	-	(473.06)
Buildings [Refer note no (ii)]	1,823.96	191.84	-	2,015.80	68.50	19.17	-	87.67	1,928.13
	(1,638.19)	(215.87)	(30.10)	(1,823.96)	-	(68.50)	-	(68.50)	(1,755.46)
Plant & equipments	6,357.40	352.40	38.97	6,670.83	1,258.16	345.49	34.98	1,568.67	5,102.16
	(4,636.85)	(1,767.81)	(47.26)	(6,357.40)	-	(1,258.16)	-	(1,258.16)	(5,099.24)
Wind energy generators	88.56			88.56	21.61	5.39	-	27.00	61.56
	(88.56)	-	-	(88.56)	-	(21.61)	-	(21.61)	(66.95)
Computers	84.00	6.65	-	90.65	28.83	5.56	-	34.39	56.26
	(53.16)	(30.85)	(0.01)	(84.00)	-	(28.83)	-	(28.83)	(55.17)
Electrical fittings [Refer note no (ii)]	33.25	1.69	-	34.94	5.14	1.34	-	6.48	28.46
	(17.37)	(16.15)	(0.27)	(33.25)	-	(5.14)	-	(5.14)	(28.11)
Vehicles	85.65	0.77	-	86.42	15.10	4.30	-	19.40	67.02
	(63.69)	(24.58)	(2.62)	(85.65)	-	(15.10)	-	(15.10)	(70.55)
Furniture & fixtures [Refer note no (ii)]	79.90	3.03	-	82.93	15.66	3.77	-	19.43	63.50
	(59.35)	(20.85)	(0.30)	(79.90)	-	(15.66)	-	(15.66)	(64.24)
Office equipments	69.61	2.59	0.03	72.17	19.49	4.52	0.03	23.98	48.19
	(47.70)	(21.97)	(0.06)	(69.61)	-	(19.49)	-	(19.49)	(50.12)
Total - A	**9,095.39**	**558.97**	**39.00**	**9,615.36**	**1,432.49**	**389.54**	**35.01**	**1,787.02**	**7,828.34**
Previous year as at 31.03.2016	**(7,344.73)**	**(2,144.71)**	**(394.05)**	**(9,095.39)**	**-**	**(1,432.49)**	**-**	**(1,432.49)**	**(7,662.90)**
Previous period as at 30.06.2015	**(7,344.73)**	**(97.93)**	**(4.77)**	**(7,437.89)**	**-**	**(322.51)**	**-**	**(322.51)**	**(7,115.38)**
B) INTANGIBLE ASSETS									
(Other than internally generated)									
Technical know-how	55.27			55.27	17.13	4.32	-	21.45	33.81
	(45.77)	(9.50)	-	(55.27)	-	(17.13)	-	(17.13)	(38.14)
Software	55.55	6.43	-	61.98	25.38	4.80	-	30.18	31.80
	(22.37)	(33.18)	-	(55.55)	-	(25.38)	-	(25.38)	(30.17)
Total - B	**110.82**	**6.43**	**-**	**117.25**	**42.51**	**9.12**	**-**	**51.63**	**65.61**
Previous year as at 31.03.2016	**(68.14)**	**(42.68)**	**-**	**(110.82)**	**-**	**(42.51)**	**-**	**(42.51)**	**(68.31)**
Previous period as at 30.06.2015	**(68.14)**	**(11.75)**	**-**	**(79.89)**	**-**	**(7.56)**	**-**	**(7.56)**	**(72.33)**
Total - A+B	**9,206.21**	**565.40**	**39.00**	**9,732.61**	**1,475.00**	**398.66**	**35.01**	**1,838.65**	**7,893.95**
Previous year as at 31.03.2016	**(7,412.87)**	**(2,187.39)**	**(394.05)**	**(9,206.21)**	**-**	**(1,475.00)**	**-**	**(1,475.00)**	**(7,731.21)**
Previous period as at 30.06.2015	**(7,412.87)**	**(109.68)**	**(4.77)**	**(7,517.78)**	**-**	**(330.07)**	**-**	**(330.07)**	**(7,187.71)**

Other Notes

i) Building includes premises on joint ownership basis in a Co-operative Society Rs. 3.25 million including cost of shares therein Rs.63/-.

ii) Gross block of fixed assets includes Buildings, Electrical Fittings and Furniture and Fixtures having Gross Block of Rs 15.51 million, Rs 0.89 million and Rs 0.78 million (March 31, 2016 Rs. 15.51 million, Rs 0.89 million and Rs 0.78 million) and Net Block of Rs 15.44 million, Rs 0.84 million and Rs 0.74 million (March 31, 2016 Rs. 15.51 million, Rs 0.89 million and Rs 0.78 million) respectively, ownership of which does not vest in the company.

iii) Freehold land includes land procured from Karnataka Industrial Areas Development Board(KIADB) on lease-cum-sale agreement. As per the terms of the agreement, land will be transferred in the name of the Company after expiry of ten years.

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Note 4 Non current investments

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
I. Unquoted Investments (all fully paid)*			
Investments in Equity Instruments of Subsidiaries			
Endurance Amann GmbH (Refer note - 25)	1,930.74	1,930.74	1,930.74
Endurance Overseas srl (Refer note - 26)	1,705.79	1,705.79	1,705.79
Total (A)	**3,636.53**	**3,636.53**	**3,636.53**
Other Investment*			
Saraswat Co-op Bank Ltd	-	-	0.03
[Nil (March 31, 2016 Nil , April 01, 2015 3,500) equity shares of Rs 10 each]			
Marathwada Auto Cluster	10.00	10.00	10.00
[10,000 (March 31, 2016 10,000, April 01, 2015 10,000)shares of Rs 100 each]			
National Savings Certificates	0.09	0.09	0.11
Total (B)	**10.09**	**10.09**	**10.14**
Total unquoted investment (A) + (B)	**3,646.62**	**3,646.62**	**3,646.67**
II. Quoted Investments*			
Indian Overseas Bank	0.06	0.07	0.06
[2,300 (March 31, 2016: 2,300, April 01, 2015: 2,300) Equity Shares of Rs 10 each]			
Total quoted investments	**0.06**	**0.07**	**0.06**
Total Investments	**3,646.68**	**3,646.69**	**3,646.73**
Aggregate book value of quoted investments	0.06	0.07	0.06
Aggregate market value of the quoted investments	0.06	0.07	0.06
Aggregate amount of unquoted investments	3,646.62	3,646.62	3,646.67

* Refer note 35 for determination of their fair value

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Note 4A: Current investments

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Investments in Mutual Funds* (Unquoted)			
i) ICICI Prudential Flexible Income Plan-Direct-Growth (446,974.67 units (March 31, 2016 446,974.67 units, April 01, 2015 Nil units)	131.01	128.28	-
ii) ICICI Prudential Liquid Plan-Direct-Growth Nil units (March 31, 2016 525,496.161 units, April 01, 2015 Nil units)	-	117.86	-
iii) Birla Sun Life Cash Plus - Growth - Direct Plan 676,041.920 units (March 31, 2016 926,777.816 units, April 01, 2015 Nil units)	167.85	225.50	-
Total Current Investments	**298.86**	**471.64**	**-**

* Refer note 35 for determination of their fair value

Note 5 Other non current financial assets

(Unsecured, considered good unless otherwise stated) **Rs. in million**

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Security deposits	49.07	43.76	38.18
(b) Deposits with bank under lien	-	-	9.50
(c) Foreign currency derivative assets	80.46	88.94	132.11
(d) Deposit under protest#	100.00	100.00	-
TOTAL	**229.53**	**232.70**	**179.79**

\# Hon'ble National Green Tribunal has directed Company to deposit Rs. 100 million based on the initial report of M.S. University, Baroda for alleged inappropriate discharge of industrial effluents. Based upon MPCB claim submission, NGT vide order dated July 08, 2016 instructed to refund Rs 70 million against the deposit given, which was duly received on July 28, 2016.

Note 5A Other current financial assets

(Unsecured, considered good unless otherwise stated) **Rs. in million**

Particulars	As at June 30, 2016	As at March 31, 2016	As at June 30, 2015
(a) Loans to employees	19.86	17.23	14.59
(b) Interest accrued on deposits	2.15	1.20	6.41
TOTAL	**22.01**	**18.43**	**21.00**

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Note 6 Other non-current assets
(Unsecured, considered good unless otherwise stated) **Rs. in million**

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Capital advances	169.58	88.21	185.32
(b) Prepayments	5.26	6.78	3.98
(c) Lease prepayments	1,478.99	1,483.64	1,490.49
(d) Advance income tax [Net of provision Rs 9.30 million (March 31, 2016 Rs 9.42 million, April 01, 2015 Rs. 404.64 million)]	10.97	10.97	48.69
(e) Sales tax/ VAT receivable	11.33	11.14	16.60
TOTAL	**1,676.13**	**1,600.74**	**1,745.08**

Note 6 A Other current assets
(Unsecured, considered good unless otherwise stated) **Rs. in million**

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Advances to suppliers	109.31	101.37	108.33
(b) Prepayments	32.88	39.54	34.89
(c) Current portion of Lease prepayment	18.62	18.62	18.62
(d) Receivables on sale of property plant & equipment	2.04	10.26	4.37
(e) Government incentive receivable	-	80.56	119.37
(f) Balance with Central excise, Customs, port trust etc.	133.63	214.23	139.38
(g) Others (Export incentives, Government grants, Wind power receivables and other receivable) *	121.08	66.33	83.23
TOTAL	**417.55**	**530.91**	**508.19**

* Includes amount of Rs. 4.52 million (March 31, 2016 Rs. 4.73 million, April 01, 2015 Rs. 6.20 million) paid to various regulatory authorities under protest.

Note 7 Inventories

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Raw materials & Components	838.42	550.91	768.85
(b) Work-in-progress	540.51	495.34	394.01
(c) Finished goods (other than those acquired for trading)	783.62	644.42	590.65
(d) Stock-in-trade of goods (acquired for trading)	18.35	14.84	7.93
(e) Stores, spares and packing material	222.88	204.57	165.73
(f) Loose tools and instruments	47.12	43.00	53.88
TOTAL	**2,450.90**	**1,953.08**	**1,981.05**

Included above, Goods-in-transit in respect to			
i) Raw materials & Components	266.33	124.24	230.53
ii) Finished goods (other than those acquired for trading)	521.94	420.81	417.44
TOTAL	**788.27**	**545.05**	**647.97**

Note 8 Trade receivables

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Trade receivables			
i) Considered good	4,486.43	3,165.07	2,897.61
ii) Considered doubtful	4.68	4.68	26.79
Less: Allowance for credit losses	(4.68)	(4.68)	(26.79)
TOTAL	**4,486.43**	**3,165.07**	**2,897.61**

Notes:

1. Trade receivables are dues in respect of goods sold or services rendered in the normal course of business.
2. The normal credit period allowed by the Company ranges from 30 to 45 days.
3. No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or member.

Note 9 Cash and Bank Balances

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Cash in hand	1.40	1.27	1.69
(b) Cheques on hand	-	0.40	1.38
(c) Balance with banks:			
- in Current Account	33.05	55.46	22.11
(d) Other bank balances (in earmarked accounts)			
- Balance held as margin money against borrowings*	18.65	18.65	36.39
TOTAL	**53.10**	**75.78**	**61.57**
Cash and Cash equivalent considered for cash flow purpose			
Cash in hand	1.40	1.27	1.69
Cheques in hand	-	0.40	1.38
Balance in current accounts	33.05	55.46	22.11
TOTAL	34.45	57.13	25.18

* Represents margin money amounting to Rs. 18.65 million as at June 30, 2016 (March 31, 2016 Rs.18.65 million; April 01, 2015 Rs. 36.39 million) against various guarantees and Letter of credit issued by bank on behalf of the Company. These deposits are not available for use by the Company as the same is in the nature of restricted cash.

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Note 10 Share capital

Rs. in million

Particulars	As at June 30, 2016		As at March 31, 2016		As at April 01, 2015	
	No. of shares	**Amount**	**No. of shares**	**Amount**	**No. of shares**	**Amount**
A Authorised, issued, subscribed and paid-up share capital						
Authorised:						
Equity shares of Rs 10 each (Refer note C (iii)) (previous year Rs 4 each)	165,000,000	1,650.00	216,250,000	865.00	216,250,000	865.00
Redeemable preference shares (Refer note C (iii)) (previous year Rs 10 each)	-	-	2,000,000	20.00	2,000,000	20.00
Total		**1,650.00**		**885.00**		**885.00**
Issued, subscribed & fully paid up:						
Equity shares of Rs 10 each (Refer note C (iii)) (previous year Rs 4 each)	140,662,848	1,406.63	43,957,140	175.83	43,957,140	175.83
Total		**1,406.63**		**175.83**		**175.83**

B Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period/year

Particulars	As at June 30, 2016		As at March 31, 2016		As at April 01, 2015	
	No. of shares	**Amount**	**No. of shares**	**Amount**	**No. of shares**	**Amount**
No of shares outstanding at the beginning of the year/period						
- Equity shares (Refer note C(iii))	17,582,856	175.83	43,957,140	175.83	43,957,140	175.83
Add: Additional shares issued during the year/period						
- Bonus equity shares (Refer note C(iii))	123,079,992	1,230.80	-	-	-	-
Less: Shares bought back/redeemed during the year/period						
- Equity shares	-	-	-	-	-	-
No of shares outstanding at the end of the year/period						
- Equity shares	**140,662,848**	**1,406.63**	**43,957,140**	**175.83**	**43,957,140**	**175.83**

C Notes

i) Details of shares held by each shareholder holding more than 5% shares in the Company are as follows:

	No of shares as at June 30, 2016	**%**	**No of shares as at March 31, 2016**	**%**	**No of shares as at April 01, 2015**	**%**
Equity shares:						
1 Mr. Naresh Chandra##	16,910,000	12.02	4,500,100	10.24	4,500,100	10.24
2 Mrs. Suman Jain#	16,890,000	12.01	5,502,750	12.52	5,502,750	12.52
3 Mr. Anurang Jain	59,266,320	42.13	26,412,400	60.09	26,412,400	60.09
4 Actis Components & System Investments Ltd	19,295,968	13.72	6,029,990	13.72	6,029,990	13.72
5 Mr. Anurang Jain*	28,300,000	20.12	-	-	-	-

Held by Mr. Naresh Chandra in his capacity as the family trustee of Anurang Rhea Trust (“Anurang Rhea Trust”). The Anurang Rhea Trust is a private family trust settled by Mrs. Suman Jain, pursuant to a deed of settlement dated June 15, 2016 (the “Anurang Rhea Trust Deed”). The trustees of the Anurang Rhea Trust are Mr. Naresh Chandra, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rhea Trust Deed, Mr. Naresh Chandra shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

Held by Mrs. Suman Jain in her capacity as the family trustee of NC Trust (“NC Trust”). The NC Trust is a private family trust settled by Mr. Naresh Chandra, pursuant to a deed of settlement dated June 15, 2016 (the “NC Trust Deed”). The trustees of the NC Trust are Mrs. Suman Jain, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the NC Trust Deed, Mrs. Suman Jain shall, as long as she is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

* Held by Mr. Anurang Jain in his capacity as the family trustee of Anurang Rohan Trust (“Anurang Rohan Trust”). The Anurang Rohan Trust is a private family trust, settled by Mr. Anurang Jain, pursuant to a deed of settlement dated June 11, 2016 as amended by a deed of amendment dated June 23, 2016 (the “Anurang Rohan Trust Deed”). The trustees of the Anurang Rohan Trust are Mr. Anurang Jain and Mrs. Varsha Jain, as the family trustees, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rohan Trust Deed, Mr. Anurang Jain shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

ii) The Company has only one class of equity shares. Each holder of equity share is entitled to one vote per share held. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets after deducting all its liabilities in proportion to the number of equity shares held.

iii) Pursuant to the approval of the members at the Extra ordinary general meeting of the Company held on May 18, 2016 for consolidation of the Equity shares of the Company, 2.5 Equity shares of face value of Rs.4 each was consolidated to 1 Equity share of Rs.10 each. The effective date for the said consolidation was May 18, 2016, resulting in 86,500,000 equity shares of Rs. 10 each. Further, authorised share capital of redeemable preference share has been reclassified into 2,000,000 equity shares of Rs. 10 each. Further, the Company has increased the authorised share capital from Rs. 885.00 million to Rs. 1,650 million vide shareholders approval dated May 18, 2016.

Subsequently, the Company has issued bonus equity shares (123,079,992 equity shares for consideration other than cash) in the ratio of 7:1 (7 bonus equity shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on May 17, 2016 and resolution passed by shareholders at the Extraordinary General Meeting held on May 18, 2016 through capitalisation of the Capital redemption reserve and securities premium of Rs. 1,230.80 million. These equity shares have been allotted on May 29, 2016.

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Note 10 A Other equity

Rs. in million

	Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a)	**Capital redemption reserve**			
	Balance at the beginning of the year/period	23.21	23.21	23.21
	Less: Utilised on account of issue of bonus shares	(23.21)	-	-
	Balance at the end of the year/period	-	23.21	23.21
(b)	**Securities premium account:**			
	Balance at the beginning of the year/period	1,367.99	1,367.99	1,367.99
	Less: Utilised on account of issue of bonus shares	(1,207.59)	-	-
	Balance at the end of the year/period	160.40	1,367.99	1,367.99
(c)	**Capital subsidy**			
	Balance at the beginning of the year/period	17.50	14.50	14.50
	Received during the year/period	-	3.00	-
	Balance at the end of the year/period	17.50	17.50	14.50
(d)	**General reserve**			
	Balance at the beginning/end of the year/period	1,208.89	1,208.89	1,208.89
(e)	**Surplus in Statement of Profit and Loss:**			
	Balance at the beginning of the year/period	10,703.56	8,912.63	8,762.73
	Add:			
	Profit for the year/period	546.76	2,087.19	-
	Less:			
	Dividend	-	(246.16)	-
	Tax on dividend	-	(50.10)	-
	Ind AS transition adjustment	-	-	149.90
	Balance at the end of the year/period	11,250.32	10,703.56	8,912.63
	TOTAL	**12,637.11**	**13,321.15**	**11,527.22**

(i) Component of other Comprehensive income (OCI)

The disaggregation of changes to OCI, net of tax impact (as part of retained earnings in statement of changes in equity) is shown below

Particulars	As at June 30, 2016	As at March 31, 2016
Re measurement of defined benefit plan	12.59	(1.12)
Income tax effect	(4.16)	0.37
TOTAL	**8.43**	**(0.75)**

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Note 11 Non current borrowings

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Measured at amortised cost			
A. Secured borrowings (refer note 11.01)**:**			
a) Term loans:			
From banks	355.40	435.81	1,339.29
Total secured borrowings	355.40	435.81	1,339.29
B. Unsecured borrowings			
a) Other loans			
(i) Loan from public limited companies	-	121.69	-
(ii) Other loans - Sales tax deferral loan	121.70	223.31	335.18
Total unsecured borrowings	**121.70**	**345.00**	**335.18**
TOTAL	**477.10**	**780.81**	**1,674.47**

11.01 Details of security provided in respect of secured long term/short term borrowings

1. Term Loans from banks/financial institutions including foreign currency term loans & buyers credits for capital assets, secured by equitable mortgage/additional charge/hypothecation of specified immovable/ movable properties, both present and/or future, located at various locations either on pari passu basis or by way of first charge.

2. Working capital facilities of Rs. 3750.00 million (March 31, 2016 Rs 3750.00 million, April 01, 2015 Rs. 3750.00 million) are secured by
   a) first pari passu charge on both present and/or future current assets, book debts and receivable,
   b) second pari passu charge on, both present and/or future movable property plant & equipment ,
   c) second pari passu charge (subject to charge in favour of term lenders) on identified immovable properties of the Company

11.02 Maturity Profile

Particulars	Term Loans from Banks	Loans from Public Limited Companies	Deferred sales tax loan	Total
Current maturities (July to June)				
2016-17	539.80	365.03	99.20	1,004.03
Non current maturities (July to June)				
2017-18	342.72	-	68.86	411.58
2018-19	12.68	-	22.92	35.60
2019-20	-	-	16.54	16.54
2020-21	-	-	10.06	10.06
2021-22	-	-	3.32	3.32
TOTAL	355.40	-	121.70	477.10

Note 12 Other non current financial liabilities

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Security deposits received from dealers	23.77	23.40	21.81
b) Retention money	4.54	4.53	6.62
TOTAL	**28.31**	**27.93**	**28.43**

Note 12 A Other current financial liabilities

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Current maturities of long-term debt (Refer note 11.02)	1,004.03	975.22	1,216.83
b) Interest accrued but not due on borrowings	12.06	15.00	12.88
c) Payables on purchase of property, plant & equipment	143.26	184.62	142.30
TOTAL	**1,159.35**	**1,174.84**	**1,372.01**

Note 13 Non current provisions

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Provision for employee benefits			
i) Provision for compensated absence (Refer note 29)	79.70	71.57	67.87
ii) Provision for gratuity (Refer note 29)	158.61	135.92	125.28
(b) Other provisions			
- Warranty (Refer note 13.01 below)	14.84	17.92	11.80
TOTAL	**253.15**	**225.41**	**204.95**

Note 13 A Current provisions

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Provision for employee benefits			
i) Provision for compensated absence (Refer note 29)	19.67	15.96	12.66
ii) Provision for gratuity (Refer note 29)	36.69	35.34	24.88
(b) Other provisions			
- Warranty (Refer note 13.01 below)	37.86	36.76	28.70
TOTAL	**94.22**	**88.06**	**66.24**

13.01 Details of movement in Warranty [Refer note 13 (b) and 13A (b)]			
Particulars	**As at June 30, 2016**	**As at March 31, 2016**	**As at April 01, 2015**
Balance at the beginning of the period/year	54.68	40.50	45.83
Additional provisions recognised	10.21	42.21	-
Amounts used (i.e. incurred and charged against the provision) during the period)	8.52	32.29	-
Unwinding of discount and effect of changes in the discount rate	(3.67)	4.26	5.33
Balance at the end of the period/year	52.70	54.68	40.50

Provision for warranties: The Company gives warranties on certain products from the date of sale, for their satisfactory performance during the warranty period as per the contracts with buyers. Provision for warranty claims arising out of such obligation is made based on such warranty period.

The amount debited to the statement of profit and loss includes Rs. 0.83 million (March 31, 2016, Rs 3.65 million, June, 30, 2015 Rs. 0.90 million) for which there is no provision.

Note 14 Current borrowings

Rs. in million

Particulars	**As at June 30, 2016**	**As at March 31, 2016**	**As at April 01, 2015**
Measured at amortised cost			
A. Secured borrowings :			
a) Loans:			
From banks	340.81	525.26	562.37
(Refer note 11.01)			
b) cash credit / working capital demand loans	10.54	-	30.77
(Refer note 14.01)			
Total secured borrowings	**351.35**	**525.26**	**593.14**
B. Unsecured borrowings:			
- Short term loan from bank	482.46		
- Commercial paper (refer note 14.02 below)	797.42		
- Loan from public limited company	-	162.50	-
Total Unsecured borrowings	**1,279.88**	**162.50**	**-**
TOTAL	**1,631.23**	**687.76**	**593.14**

Note 14.01 Details of security provided in respect of short term borrowings:
Cash credits, overdrafts from banks are secured by hypothecation of both present and future stock of inventory and book debts on pari passu basis by way of first charge.

14.02 During the three months ended June 30, 2016, the Company has issued commercial paper to following bank

Name of the Bank	Face Value	interest rate
HDFC Bank	500.00	7.75%
HDFC Bank	300.00	7.85%
	800.00	

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Note 15 Trade payables

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Trade payable for goods & services			
- Total outstanding dues of micro and small enterprises	485.27	497.73	446.08
- Total outstanding dues of other than micro and small enterprises			
i) Acceptances	-	-	70.63
ii) Other than acceptances	3,099.09	2,621.50	2,431.62
	3,099.09	2,621.50	2,502.25
TOTAL	**3,584.36**	**3,119.23**	**2,948.33**

Note 16 Other current labilities

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Advances received from customers	239.58	209.92	45.79
(b) Income received in advance	2.32	2.89	2.65
(c) Statutory remittances (contribution to PF, ESIC, withholding taxes, Excise duty, VAT, Service tax. Etc.)	238.61	174.21	158.39
TOTAL	**480.51**	**387.02**	**206.83**

Note 17 Current tax liabilities

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Provision for tax [Net of TDS and advance tax Rs. 827.07 million (March 31, 2016 Rs. 707.43 million, April 01, 2015 Rs. 682.83 million)]	123.54	8.34	37.76
TOTAL	123.54	8.34	37.76

Note 17 A: Break up of deferred tax (asset)/liability (net):

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Nature of timing difference			
Deferred tax assets			
On difference between book balance and tax balance of property plant & equipment	57.83	33.77	74.13
Disallowances u/s Sec.40(a)(ia) of the Income Tax Act, 1961	1.11	1.11	-
Disallowances u/s Sec.43B of the Income Tax Act, 1961	74.21	65.89	90.88
TOTAL	**133.15**	**100.77**	**165.01**

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Note 18 Revenue from operations

Rs. in million

Particulars	**For the three months ended June 30, 2016**	**For the three months ended June 30, 2015**
(a) Revenue from sale of goods (Refer note 18.01(i) below)	10,433.23	9,450.32
(b) Revenue from rendering of services	10.19	9.96
(c) Other operating income (Refer note 18.01(ii) below)	164.75	214.76
TOTAL	10,608.17	9,675.04

18.01 Details of products sold & other operating revenue

Particulars	**For the three months ended June 30, 2016**	**For the three months ended June 30, 2015**
i) Sale of products comprises:		
Manufactured goods		
Shock absorbers	3,672.08	3,155.50
Disc brake assembly (including rotary disc)	778.02	565.54
Aluminium die casting parts	3,960.02	3,739.01
Alloy wheels	525.76	622.18
Clutch and clutch parts	830.21	806.92
Others	632.11	536.35
Total - (A)	**10,398.20**	**9,425.50**
Traded goods		
Components and spares	35.02	24.83
Total - (B)	**35.02**	**24.83**
Total - (A+B)	**10,433.23**	**9,450.32**
ii) Other operating revenue comprises;		
Scrap sales	151.64	201.05
Wind power generation	2.88	3.30
Export incentives	10.23	10.41
TOTAL	**164.75**	**214.76**

Note 19 Other income

Rs. in million

Particulars	**For the three months ended June 30, 2016**	**For the three months ended June 30, 2015**
(a) Interest income		
i) Bank deposits	0.38	1.31
ii) Income tax refund	-	1.26
iii) Other financial assets at amortised cost	1.46	1.47
(b) Other non operating income		
i) Creditors/excess provision written back	0.39	7.68
ii) Government incentive received (Refer note 41)	-	13.38
iii) Profit on sale of property plant & equipment (Net)	3.35	10.84
iv) Miscellaneous income	19.44	14.01
(c) Net gain on foreign currency transactions (other than considered as finance cost)	14.66	14.15
TOTAL	39.68	64.10

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Note 20 a   Cost of materials consumed

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Opening stock	426.67	538.32
Add: Purchases	6,507.91	6,064.47
	6,934.58	6,602.79
Less: Closing stock	591.20	622.84
Cost of materials consumed	6,343.38	5,979.95
Cost of material capitalized	(14.70)	(25.34)
TOTAL	6,328.68	5,954.61
Materials consumed comprise:		
i) Aluminium alloy	2,101.69	2,238.75
ii) Other components	4,241.68	3,741.20
TOTAL	6,343.38	5,979.95

1) The consumption includes excess/shortages on physical count, write off of obsolete items etc.
2) Figures of other components is a balancing figure based on total consumption shown in the Statement of profit and loss.

Note 20b Purchases of stock-in-trade (traded goods)

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Components and spares	24.87	19.79
TOTAL	24.87	19.79

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Note 20c Changes in inventories of finished goods, work-in-progress and stock-in-trade

Rs. in million

Particulars	**For the three months ended June 30, 2016**	**For the three months ended June 30, 2015**
Inventories at the end of the period:		
Finished goods	783.62	728.55
Work-in-progress	540.51	501.84
Stock-in-trade	18.35	12.89
	1,342.48	1,243.28
Inventories at the beginning of the period:		
Finished goods	644.42	590.65
Work-in-progress	495.34	394.01
Stock-in-trade	14.84	7.93
	1,154.60	992.59
Net (increase) / decrease	**(187.88)**	**(250.69)**

Note 21 Employee benefits expense

Rs. in million

Particulars	**For the three months ended June 30, 2016**	**For the three months ended June 30, 2015**
(a) Salaries and wages, including bonus	511.94	452.34
(b) Contribution to provident and other funds (Refer note 29)	41.51	67.02
(c) Staff welfare expenses	22.54	18.79
Less : Expenses capitalized	-	(2.49)
TOTAL	**575.99**	**535.66**

Note 22 Finance cost

Rs. in million

Particulars	**For the three months ended June 30, 2016**	**For the three months ended June 30, 2015**
(a) Interest expenses on		
i) Fixed period term loans	21.93	42.44
ii) Others	10.21	19.33
(b) Other borrowing cost		
i) Discounting charges on commercial paper	12.49	6.26
ii) Bank charges	1.97	1.15
(c) Exchange differences regarded as an adjustment to borrowing costs	16.33	20.50
TOTAL	62.93	89.68

Note 23 Other expenses

Rs. in million

Particulars	**For the three months ended June 30, 2016**	**For the three months ended June 30, 2015**
Stores and spares consumed	198.69	189.26
Packing material consumed	81.00	62.08
Tools & instruments consumed	44.18	44.53
Processing charges	275.29	278.15
Labour charges	211.52	177.38
Power, water & fuel	387.87	348.66
Rent	15.58	24.67
Repairs and maintenance:		
Plant and machinery	125.23	104.03
Building	10.71	11.50
General	33.99	32.34
Insurance	8.64	7.90
Rates & Taxes	4.76	3.27
Travelling & conveyance	53.97	40.71
Freight	129.02	89.21
Advertisement	2.68	0.58
Donation	-	0.03
Payment to Auditors	1.47	1.47
Directors fees & travelling expenses	4.34	4.08
Impairment allowance on trade receivables	-	1.58
Warranty claims	11.04	14.15
Excise duty paid others	0.35	0.27
Increase/decrease in excise duty on finished goods	2.00	2.91
Expenditure on corporate social responsibility	4.50	2.00
Miscellaneous expenses	118.98	119.96
TOTAL	**1,725.81**	**1,560.72**
Less : Expenses capitalized	25.22	49.54
TOTAL	**1,700.59**	**1,511.18**

24. Taxes

(a) income tax expense

The major components of income tax expenses for the three months ended June 2016 and June 2015 are:

(i) Profit or loss section

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Current tax expense (Short provision for tax relating to prior period Rs. Nil and June 2015 Rs. 69.96 million)	234.84	100.35
Deferred tax	(28.23)	(23.24)
Total income tax expense recognised in statement of Profit & Loss	206.61	77.11

(ii) OCI Section

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Net (gain) on remeasurement of defined benefit plans	(4.16)	(1.45)
Income tax charged to OCI	(4.16)	(1.45)

(b) Reconciliation of effective tax rate

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
(A) Income before income tax	761.80	622.60
(B) Enacted tax rate in India	34.61%	34.61%
(C) Expected tax expenses	263.64	215.47
(D) Other than temporary difference		
- Donations	2.25	1.01
- Loss/(Profit) on sale of property, plant & equipement	(3.35)	(10.84)
- Weighted Deduction for R&D Expenses eligible under section 35(2AB)	(72.96)	(172.89)
- Investment Allowance U/s 32AC	(52.35)	(14.01)
- Deduction u/s 80 IC	(67.22)	(52.12)
- Others	(1.23)	-
	(194.86)	**(248.85)**
(E) Temporary difference		
- Difference between Book Depreciation and Tax Depreciation	91.98	89.29
- Provision for Doubtful Debt / Advances	-	(22.24)
- Tax Duty and other sum u/s 43B	19.61	42.23
- Impact of Loan Restatement adjustment	0.08	7.93
	111.67	**117.21**
(F) Net Adjsutment (E-D)	(83.19)	(131.64)
(G) Tax Expenses / (Saving) on net adjustment (F*B)	(28.80)	(45.56)
(H) Current tax expense recognised in statement of Profit & Loss (C+G)	234.84	169.91
(I) Excess provision for tax relating to prior year	-	(69.56)
(J) Net current tax expense recognised in statement of Profit & Loss (H+I)	234.84	100.35

25 Endurance Amann GmbH -Germany (earlier known as Amann Druckguss GmbH)

The total investment of the Company in Endurance Amann (a wholly owned subsidiary of the Company) as on June 30, 2016 amounts to Euro 30.94 million (Rs. 1930.74 million) [March 31, 2016: Euro 30.94 million (Rs. 1930.74 million)]

The equity of Endurance Amann GmbH, Germany amounting to Euro 3.25 million is represented by stock. Euro 0.2 million is held by Endurance Amann as treasury shares.

In September 2015 5% non controlling interest of V&P SrL in EOSRL was acquired by Endurance Amann GmbH for a total consideration of Euro 4.62 million.

26 Endurance Overseas Srl, Italy

During the year 2007-08, the Company incorporated a 100% subsidiary in Italy, named Endurance Overseas Srl (EOSRL). EOSRL acquired 51% stake in Fondalmec S.p.A, Italy (Fondalmec) in May, 2007

During the year 2009-10, EOSRL increased its initial 51% stake in the Fondalmec to 100%. On 2nd December, 2009 EOSRL executed necessary agreement for acquisition of the residual 49% stake in Fondalmec for a total consideration of Euro 14 million, out of which Euro 7 million were paid to the transferor of shares at the time of transfer of the shares and balance Euro 7 million was to be paid in instalments, the last instalment was paid in April, 2014.

The total investment in EOSRL as at June 30, 2016 stands at Euro 25.81 million (Rs. 1,705.79 million) [March 31, 2016: Euro 25.81 million (Rs. 1,705.79 million)].

27 Segment reporting

Segment information has been presented in the Consolidated Financial Statements as permitted by Indian Accounting Standard (Ind AS) 108 on operating segment as notified under the Companies (Indian Accounting Standards) Rules, 2015.

28 Contingent Liabilities

(a) **Contingent Liabilities**

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Outstanding letters of credit	313.67	296.76	257.87
b) Guarantees given by company's bankers	199.00	191.56	165.71
c) Standby letter of credit given by Company's bankers	2.67	2.67	3.11
d) Disputed excise demand#	47.62	44.13	42.85
e) Service tax matters#	17.01	15.22	26.29
f) Sales tax matters#	88.90	88.90	84.31
g) Income tax matters#	139.07	139.07	78.23
h) Employees related disputes#	24.75	24.45	23.75
i) Environment pollution control matters**	26.57	26.57	-
Total	**859.26**	**829.33**	**682.12**

Future cash outflow, if any, in respect of these matters are determinable only on receipt of judgements / decisions pending at various stages before the appellate authorities. The management is of the opinion that the matters would be resolved in favour of the Company.

** Hon'ble National Green Tribunal has directed Company to deposit Rs. 100 million based on the initial report of M.S. University, Baroda for alleged inappropriate discharge of industrial effluents. Based upon MPCB claim submission, NGT vide order dated July 08, 2016 instructed to refund Rs 70 million against the deposit given, which was duly received on 28th July, 2016.

(b) **Import of capital goods under EPCG Scheme**

The Company has imported capital goods under the Export Promotion Capital Goods Scheme (EPCG) of the Government of India, at concessional rates of duty on an undertaking to fulfil quantified future export obligations aggregating to Rs.1,714.88 million (March 31, 2016 Rs. 930.92 million, April 01, 2015 Rs. 1,665.95 million). Non fulfilment of such future obligations, entails options/rights to the Government to confiscate the capital goods imported under the said licenses and levy other penalties under the above referred scheme.

(c) **Commitments**

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)			
- Tangible assets	452.18	496.37	498.27
(b) Other commitment			
- Aluminum alloy	2,867.69	1,256.46	2,913.54
Total	**3,319.87**	**1,752.83**	**3,411.81**

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29 In conformity with the principles set out in the Indian Accounting Standard (Ind AS) 19 Employee Benefits, liability for employee benefits needs to be determined by an actuary appointed for the purpose, the disclosures are given below:

(A) **Defined contribution plan:**

Rs. in million

Particulars	For the three months ended June 30, 2016	For the year ended March 31, 2016	For the three months ended June 30, 2015
Employers contribution to provident fund/pension fund	26.61	93.41	22.64
Employers contribution to superannuation fund	2.59	9.17	2.28
Employers contribution to ESIC	0.73	3.18	0.91
Total	**29.94**	**105.76**	**25.83**

Note: Above contributions are included in contribution to provident fund and other funds reported in note 21 of employee benefit expenses.

(B) **Defined benefit plan:**

The defined benefit plan comprises of gratuity (included in contribution to provident fund and other funds in note 21 of employee benefit expenses). The present value of the obligation under such defined benefit plan is determined based on an actuarial valuation as at the reporting date using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit. The obligation are measured at the present value of the estimated future cash flows. The Company provides for its liability towards gratuity as per actuarial valuation The present value of accrued gratuity is provided in the books of account after reducing the fund value with Life Insurance Corporation of India.

I) Reconciliation of benefit obligation:

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at June 30, 2015
Liability at the beginning of the period/year	297.23	212.72	212.72
Acquisition adjustment		-	-
Interest cost	5.64	16.31	4.13
Past service cost	-	41.84	38.93
Current service cost	8.35	34.80	8.70
Benefits paid	(0.61)	(7.32)	(1.52)
Actuarial (gain) / loss	12.59	(1.12)	(4.38)
Liability at the end of the period/year	**323.20**	**297.23**	**258.58**

II) Reconciliation of fair value of plan assets:

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at June 30, 2015
Fair value of plan assets at the beginning of the period/year	125.97	62.56	62.56
Acquisition adjustment		-	
Expected return on plan assets	2.39	7.13	1.21
Contributions	-	65.02	-
Benefit paid	(0.61)	(7.32)	(1.52)
Actuarial gain / (loss) on obligations	0.16	(1.42)	0.60
Fair value of plan assets at the end of the period/year	127.90	125.97	62.84
Total actuarial gain / (loss) to be recognized.	2.55	5.71	1.80

III) Amount to be recognised in the Balance Sheet

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at June 30, 2015
Liability at the end of the period/year	323.20	297.23	258.58
Fair value of plan assets at the end of the period/year	127.90	125.97	62.84
Amount to be recognised in Balance Sheet	195.30	171.26	195.74

IV) Expenses recognised in the Statement of Profit and Loss under the head employee benefits expense

Rs. in million

Particulars	For the three months ended June 30, 2016	For the year ended March 31, 2016	For the three months ended June 30, 2015
Current service cost	8.35	34.80	8.70
Past service cost	-	41.84	38.93
Interest cost	3.25	9.18	2.93
Acquisition adjustment		-	
Expected return on plan assets	-	-	-
Net actuarial (gain) / loss recognized	-	-	-
Expenses recognized in Statement of Profit and Loss	11.60	85.82	50.56

In respect of funded benefits with respect to gratuity, the fair value of plan assets represents the amounts invested through "Insurer Managed Funds"

V) Remeasurement for the period

Rs. in million

Particulars	For the three months ended June 30, 2016	For the year ended March 31, 2016	For the three months ended June 30, 2015
Experience (gain)/ Loss on plan liabilities	12.59	(2.74)	5.51
Demographic (gain)/ loss on plan liabilities	-	(2.62)	-
Financial (gain)/ loss on plan liabilities	-	4.25	(9.89)
Experience (gain)/ loss on plan assets	(0.16)	1.42	(0.60)
Financial (gain)/ loss on plan assets	-	-	-

VI) Amount recognised in statement of other comprehensive income (OCI)

Rs. in million

Particulars	For the three months ended June 30, 2016	For the year ended March 31, 2016	For the three months ended June 30, 2015
Opening amount recognised in OCI	-	-	-
Remeasurement for the period - Obligation (gain)/ loss	12.59	(1.12)	(4.38)
Remeasurement for the period - plan assets (gain)/ loss	(0.16)	1.42	(0.60)
Total remeasurements cost / (credit) for the period recognised in OCI	12.43	0.30	(4.98)
Closing amount recognised in OCI	12.43	0.30	(4.98)

VII) Principal actuarial assumptions:

Particulars	As at June 30, 2016	As at March 31, 2016	As at June 30, 2015
Discount rate	7.60%	7.60%	8.20%
Rate of return on plan assets	7.60%	7.80%	7.80%
Salary escalation	6.00%	6.00%	6.00%
Attrition rate	8.00%	8.00%	8.00%

(a) The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated terms of the obligations.

(b) Expected rate of return on plan assets (as certified by the actuary): This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.

(c) Salary escalation rate : The estimates of future salary increases considered taking into the account the inflation, seniority, promotion and other relevant factors.

(d) Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flows:

Expected benefit payments for the year ending:

Rs. in million

Year ending	As at June 30, 2016	As at March 31, 2016	As at June 30, 2015
June 30, 2016	-	-	27.19
June 30, 2017/March 31, 2017	32.71	32.71	28.38
June 30, 2018/March 31, 2018	31.62	31.62	29.41
June 30, 2019/March 31, 2019	34.37	34.37	32.78
June 30, 2020/March 31, 2020	36.14	36.14	34.36
June 30, 2021/March 31, 2021	39.04	39.04	0
June 30, 2022 to June 30, 2026/March 31, 2022 to March 31, 2026	393.09	393.09	205.74

(e) Weighted Average duration of defined benefit obligation: 10.87 years

(f) Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption as at June 30, 2016 is as shown below:

Rs. in million

A. Effect of 1 % change in the assumed discount rate	1% Increase			1% Decrease		
	June 30, 2016	March 31, 2016	June 30, 2015	June 30, 2016	March 31, 2016	June 30, 2015
1. Effect on DBO	301.30	276.98	278.29	347.97	320.13	241.14

B. Effect of 1 % change in the assumed Salary Escalation Rate	1% Increase			1% Decrease		
	June 30, 2016	March 31, 2016	June 30, 2015	June 30, 2016	March 31, 2016	June 30, 2015
1. Effect on DBO	342.61	315.77	274.49	305.59	280.30	244.05

C. Effect of 1 % change in the assumed Withdrawal Rate	1% Increase			1% Decrease		
	June 30, 2016	March 31, 2016	June 30, 2015	June 30, 2016	March 31, 2016	June 30, 2015
1. Effect on DBO	325.97	299.29	261.13	320.07	294.91	255.76

The sensitivity results above determine their individual impact on Plan's end of period/year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

Compensated absences:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

Compensated absences charged to Statement of Profit & Loss Rs. 12.98 million (for the year ended March 31, 2016 Rs. 16.77 million, for the three months ended June 30, 2015 Rs. 30.38 million) and liability as at June 30, 2016 is Rs. 99.37 million (March 31, 2016 Rs. 87.53 million, April 01, 2015 Rs. 80.53 million).

30 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(a) Principal amount payable to Micro, Small and Medium Enterprises (to the extent identified by the Company from the available information and relied upon by the auditors) as at 30th June, 2016 is Rs.485.27 million (March 31, 2016 Rs. 497.73 million). The unpaid amount outstanding for more than 45 days as of June 30, 2016 is Rs. Nil (March 31, 2016 amount Rs. Nil)

(b) In the opinion of the Management, amount is paid to suppliers within 45 days during the period, as such no interest is payable.

(c) Interest paid in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006 is Rs Nil (March 31, 2016 Rs Nil). Amount of interest accrued and remaining unpaid as at June 30, 2016 is Rs. Nil (March 31, 2016 Rs. Nil)

31 **Earnings per share (EPS)**

Particulars	Shares in Nos	
	For the three months ended June 30, 2016	**For the three months ended June 30, 2015**
a) Earnings for the purpose of basic / diluted earnings per share - Profit after tax (Rs. in million)	555.19	545.49
b) Weighted number of ordinary shares for the purpose of basic earnings per share	140,662,848	140,662,848
c) Weighted number of ordinary shares for the purpose of diluted earnings per share	140,662,848	140,662,848
d) Nominal value of equity shares Rs.	10.00	10.00
e) Basic & diluted earnings per share Rs. (not annualised)	3.95	3.88

i) Pursuant to Para 64 of Indian accounting standard (Ind AS) 33 – Earnings per share (EPS) requires adjustment of EPS if changes occurs after the reporting period but before the approval of financials statements. Accordingly, the per share calculation for preceding year/period is based on new number of shares.

32 **Financial Instruments and Risk Review**

Financial Risk Management Framework

Endurance Technologies Limited is exposed primarily to market risk (fluctuations in foreign currency exchange rates and interest rate), credit, liquidity, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

i) Credit Risk
Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Exposure to credit risk
The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 4,799.75 Million, Rs. 3,500.80 Million and Rs. 3,158.92 Million as of June 30, 2016, March 31, 2016 and April 1 2015 respectively, being the total of the carrying amount of balances with trade receivables.

Trade receivables
Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Company's exposure to customers is diversified and some customer contributes more than 10% of outstanding accounts receivable as of June 30, 2016, March 31, 2016 and April 01, 2015, however there was no default on account of those customer in the past. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

Before accepting any new customer, the Company uses an external/internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed on periodic basis.

The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

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Notes forming part of condensed financial statements

Movement in the expected credit loss

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 1, 2015
Balance at the beginning of the period/year	4.68	26.79	40.04
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	-	(22.11)	(13.25)
Balance at the end of the period/year	4.68	4.68	26.79

ii) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk

a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, Euro, Great Britain Pound, Japanese Yen against the respective functional currencies of the Company. The Company, as per its risk management policy, uses derivative instruments primarily to hedge foreign exchange.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies. The information on derivative instruments is as follows.

Rs. in million

	Particulars	Currency	As at June 30, 2016		As at March 31, 2016		As at April 1, 2015	
			Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees
(a)	**Details of Forward Exchange Contract, Currency swaps, Currency options :**							
	Forward contract - USD-INR	USD	8.20	554.22	8.67	575.28	11.05	691.54
	Forward contract - JPY -INR	JPY	85.00	56.02	45.00	26.58	91.40	47.63
	Forward contract - EUR - INR	EURO	0.83	62.19	1.56	117.21	1.24	83.88
	Fixed currency swap EUR-INR	EURO	-	-	-	-	1.30	87.76
	Fixed currency swap USD-INR	USD	7.24	489.50	9.17	608.08	16.88	1,056.39
	Coupon only swap USD-INR	USD	4.31	291.60	4.88	323.37	7.13	445.96

(b)	Foreign currency exposures that are not hedged by derivative instruments	Currency	As at June 30, 2016		As at March 31, 2016		As at April 1, 2015	
			Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees	Foreign Currency Amount	Rupees
	IA. Term loans /PCFC/ECB	USD	8.39	567.37	9.10	603.77	10.48	656.03
		EURO	0.40	30.00	0.61	45.87	1.05	70.63
	IB. Interest on term loans	USD	0.01	0.52	0.01	0.51	0.01	0.87
		EURO	-	-	-	-	0.00	0.02
				597.89		650.15		727.56
	II. Trade receivables :	USD	1.44	97.55	2.29	151.62	2.60	162.67
		EURO	0.40	30.26	0.42	31.48	0.68	45.86
				127.81		183.10		208.53
	III. Trade payables :	USD	0.35	23.77	0.63	41.99	1.95	121.83
		EURO	0.35	26.24	0.62	46.86	0.56	37.73
		GBP	0.00	0.18	0.00	0.47	0.01	0.60
		JPY	1.80	1.19	0.02	0.01	5.35	2.79
				51.38		89.33		162.95

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates.

As the company has no significant interest bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates, which are included in interest bearing loans and borrowings in these financial statements. The Company has taken the forward contract to hedge the floating interest rate.

iii) Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

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Notes forming part of condensed financial statements

33 **Disclosure in respect of operating lease**

(a) **Assets given on lease.**

I Details of future lease rentals receivable :

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Not later than 1 year	7.04	7.04
Later than 1 year and not later than 5 years	2.93	4.69
Later than 5 years	-	-

(b) **General Description of operating lease.**

I In the previous year Company entered into an operating lease agreement for transfer of its office premises located in Kalyaninagar, Pune (leased asset).

II The agreement has been entered by the company for a period of three years commencing December 01, 2014. The first two years of the agreement remain as lock in period starting December 01, 2014.

III The agreement does not provide any escalation in the lease rentals during the period of the lease.

(c) **Accounting policy adopted in respect of initial direct cost.**

The initial costs incurred on leased asset have been capitalised being in the nature of improvement to leased asset.

34 Related party disclosure as required by Indian Accounting Standard 24 is annexed.

35 **Fair Value**

Set out below is the comparison by class of the carrying amounts and fair value of the Company's financials instruments

Rs. in million

Particulars	Carrying amount			Fair Value		
	June 30, 2016	March 31, 2016	April 1, 2015	June 30, 2016	March 31, 2016	April 1, 2015
FINANCIAL ASSETS						
Financial assets measured at amortised cost						
(a) Security Deposits	49.07	43.76	38.18	49.07	43.76	38.18
(b) Foreign Exchange Adjustment	80.46	88.94	132.11	80.46	88.94	132.11
(c) Deposit under protest	100.00	100.00	-	100.00	100.00	-
(d) Non current investment -Subsidiaries	3,636.53	3,636.53	3,636.53	3,636.53	3,636.53	3,636.53
(e) Other non current investment	10.09	10.09	10.14	10.09	10.09	10.14
(f) Trade receivable	4,486.43	3,165.07	2,897.61	4,486.43	3,165.07	2,897.61
(g) Loans to employees	19.86	17.23	14.59	19.86	17.23	14.59
(h) Interest accrued on deposits	2.15	1.20	6.41	2.15	1.20	6.41
(i) Cash in hand	1.40	1.27	1.69	1.40	1.27	1.69
(i) Balance with banks in current account	33.05	55.86	23.49	33.05	55.86	23.49
(i) Balance held as Margin money against borrowings	18.65	18.65	36.39	18.65	18.65	36.39
Financial assets measured at fair value through Statement of Profit & Loss						
(a) Current investments	281.32	455.84	-	298.86	471.64	-
(b) Non Current investments quoted	0.06	0.07	0.06	0.06	0.07	0.06
FINANCIAL LIABILITIES						
Financial liabilities measured at amortised cost						
(a) Non Current Borrowing	477.10	780.81	1,674.47	477.10	780.81	1,674.47
(b) Current Borrowing	1,631.23	687.76	593.14	1,631.23	687.76	593.14
(c) Security deposits received from dealers	23.77	23.40	21.81	23.76	23.39	21.80
(d) Retention money	4.54	4.53	6.62	4.54	4.53	6.62
(e) Current maturities of long-term debt	1,004.03	975.22	1,216.83	1,004.03	975.22	1,216.83
(f) Interest accrued but not due on borrowings	12.06	15.00	12.88	12.06	15.00	12.88
(g) Payables on purchase of property plant & equipment	143.26	184.62	142.30	143.26	184.62	142.30
(h) Trade Payable	3,584.36	3,119.23	2,948.33	3,584.36	3,119.23	2,948.33

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short - term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company determines fair values of financial assets and financial liabilities by discounting the contractual cash inflows/outflows using prevailing interest rates of financials instruments with similar terms. The initial measurement of financial assets and financial liabilities is at fair value. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all financial assets and liabilities (other than investment in mutual funds) is at amortised cost, using the effective interest method

Discount rates used in determining fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of the borrower which in case of financial liabilities is the weighted average cost of borrowing of the Company and in case of financial assets is the average market rate of similar credit rated instrument.

The Company maintain policies and procedure to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value of financial assets and liabilities is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The following methods and assumptions were used to estimate fair value:

(a) Fair value of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments

(b) Fair value of quoted mutual funds is based on the net assets value at the reporting date. The fair value of other financial liabilities as well as other non current financial liabilities is estimated by discounting future cash flow using rate currently applicable for debt on similar terms, credit risk and remaining maturities.

(c) The fair value of the Company's interest bearing borrowing received are determined using discount rate that reflects the entity's borrowing rate as at the end of the reporting period. The own non performance risk as at the reporting was assessed to be insignificant

Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) price is active market for identical assets or labilities

Level 2: Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed , either directly or indirectly

Level 3: Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observable market data

The following table presents our assets and liabilities measured at fair value on recurring basis at June 30, 2016 and March 31, 2016

Rs. in million

Particulars	Level 1	Level 2	Level 3
June 30, 2016			
Investment in mutual funds	298.86	-	-
Equity	0.06		10.00
March 31, 2016	471.64	-	-
Investment in mutual funds	0.07		10.00
Equity			

During the three months ended June 30, 2016, there were no transfer between Level 1 and Level 2 fair value measurement and no transfer into and out of Level 3 fair value measurement

36 Estimates

The estimates at 1 April 2015 and at 31 March 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

37 Subsequent Events

The Board of Directors at its meeting held on June 10, 2016 has recommended a final dividend of Rs. 0.375 per equity share (after consolidating share of Rs. 4 each to Rs.10 each) and the same was approved by the shareholder at the annual general meeting held on August 03, 2016.

38 During the three months ended June 30, 2016, the Company has made payments amounting to Rs. 32.62 million towards costs incurred in respect of proposed Initial Public Offer (IPO) and the same has been shown as part of other (Export incentives, Government grants, Wind power receivables and other receivable) ' under Note 6A other current assets and will be adjusted after completion of the IPO.

39 As stated in note 2 , the financial statements for the year ended March 31, 2017 would be the first annual financial statements prepared in accordance with Ind AS. All interim financials statements are also prepared in compliance with Ind AS.

The adoption was carried out in accordance with Ind AS 101 using Balance sheet as at April 01, 2015 as the transition date. The transition was carried out from Indian GAAP, which was considered as the previous GAAP. All applicable Ind AS have been applied consistently and retrospectively, wherever, required. The resulting difference between the carrying amounts of the assets and liabilities in the financial statements under both Ind AS and Indian GAAP as of the transition date are recognised directly in equity (retained earning) at the date of transitions to Ind AS.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for the periods ended on or after April 01, 2016, together with the comparative period data as at March 31, 2016 and for the three months ended June 30,2015, as described in the summary of significant accounting policies. In preparing these financial statements, the Company has availed itself of certain exemptions and exceptions in accordance with Ind AS 101.

This note explains the principals adjustment made by the Company in restating its Indian GAAP financials statements, including the opening Balance sheet as at April 01, 2015, the financial statements for the year ended March 31, 2016 and three months ended June 30, 2015

Exemption from retrospective application:

The Company has applied the following exemptions

(a) Deemed Cost

The company has elected to continue with the carrying value of all its plant and equipment and intangible assets recognised as at April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

(b) Cumulative translation difference

Cumulative currency translation differences for all foreign operations are deemed to be zero as at 1 April 2015.

Exception to retrospective application

(a) Estimate

The estimates at April 01,2015, and at March 31, 2016 are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect any differences in accounting policies) apart from the items where application of previous GAAP did not require estimation. Group has elected to apply change in estimates prospectively from the date of transition to Ind AS:

• Provision for doubtful debt:
• Product warranty

(b) Government Loan

A first-time adopter shall classify all government loans received as a financial liability or an equity instrument in accordance with Ind AS 32, Financial Instruments: Presentation. A first-time adopter shall apply the requirements in Ind AS 109, Financial Instruments, and Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance, prospectively to government loans existing at the date of transition to Ind AS and shall not recognize the corresponding benefit of the government loan at a below-market rate of interest as a government grant. Group has elected to use its previous GAAP carrying amount of the loan at the date of transition to Ind AS as the carrying amount of the loan in the opening Ind AS Balance Sheet. The requirements of Ind AS 109 shall be applied to the measurement of sales tax loan after the date of transition to Ind AS.

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Note 40. Reconciliation with previous GAAP

Reconciliation of equity as previously reported under Previous GAAP (I GAAP) to Ind AS as at April 01, 2015

Rs. in million

	Particulars	Notes	As on April 01, 2015 Previous GAAP	Effect of transition to Ind AS	Ind AS balance sheet
	ASSETS				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	i	8,853.84	(1,509.11)	7,344.73
	(b) Capital work-in-progress		214.53	-	214.53
	(c) Other Intangible assets		68.14	-	68.14
	(d) Intangible assets under development		1.78	-	1.78
	(e) Financial Assets			-	
	(i) Investments		3,646.73	-	3,646.73
	(ii) Other Financial Assets	ii (b)	47.68	132.11	179.79
	(f) Deferred tax assets (net)	iii	165.94	(0.93)	165.01
				-	
	(g) Other non-current assets	i	254.59	1,490.49	1,745.08
	Total Non - Current Assets		**13,253.23**	**112.56**	**13,365.79**
2	**Current assets**				
	(a) Inventories		1,981.05	-	1,981.05
	(b) Financial Assets				
	(i) Investments		-	-	-
	(ii) Trade receivables		2,897.61	-	2,897.61
	(iii) Cash and cash equivalents		61.57	-	61.57
	(iv) Other Financial Assets		21.00	-	21.00
	(c) Other current assets	i, ii (b)	534.55	(26.36)	508.19
	Total Current Assets		**5,495.78**	**(26.36)**	**5,469.42**
	Total Assets (1+2)		**18,749.01**	**86.20**	**18,835.21**
	EQUITY AND LIABILITIES				
1	**Equity**				
	(a) Equity Share capital		175.83	-	175.83
	(b) Other Equity excluding non-controlling interests	vi	11,377.22	150.00	11,527.22
	Equity attributable to owners of the Company		11,553.05	150.00	11,703.05
2	**LIABILITIES**				
	Non-current liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	ii (a)	1,670.82	3.65	1,674.47
	(ii) Other financial liabilities		28.44	(0.01)	28.43
	(b) Provisions	v (a)	210.28	(5.33)	204.95
	Total Non - Current Liabilities		1,909.54	(1.69)	1,907.85
3	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	iv	593.14	0.00	593.14
	(ii) Trade payables	ii (b)	2,951.84	(3.51)	2,948.33
	(iii) Other financial liabilities	ii (b), (iv)	1,278.68	93.33	1,372.01
	(b) Other current liabilities		206.83	-	206.83
	(c) Current Tax Liabilities (Net)	v (b)	37.76	-	37.76
	(d) Provisions	v (b)	218.17	(151.93)	66.24
	Total Current Liabilities		5,286.42	(62.11)	5,224.31
	Total Equity and Liabilities (1+2+3)		**18,749.01**	**86.20**	**18,835.21**

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Reconciliation of equity as previously reported under Previous GAAP (I GAAP) as at March 31, 2016

Rs. in million

	Particulars	Notes	As on March 31, 2016		
			Previous GAAP	Effect of transition to Ind AS	Ind AS balance sheet
	ASSETS				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	i	9,165.16	(1,502.26)	7,662.90
	(b) Capital work-in-progress		463.90	-	463.90
	(c) Other Intangible assets		68.31	-	68.31
	(d) Intangible assets under development		5.46	-	5.46
	(e) Financial Assets			-	
	(i) Investments	ii (a)	3,646.68	0.01	3,646.69
	(ii) Other Financial Assets	ii (b)	143.76	88.94	232.70
	(f) Deferred tax assets (net)	iii	105.30	(4.53)	100.77
				-	
	(g) Other non-current assets	i	117.10	1,483.64	1,600.74
	Total Non - Current Assets		**13,715.67**	**65.80**	**13,781.47**
2	**Current assets**				
	(a) Inventories		1,953.08	-	1,953.08
	(b) Financial Assets				
	(i) Investments	ii (a)	455.84	15.79	471.64
	(ii) Trade receivables		3,165.07	-	3,165.07
	(iii) Cash and cash equivalents		75.78	-	75.78
	(iv) Other Financial Assets		18.43	-	18.43
	(c) Other current assets	i, ii (b)	533.43	(2.52)	530.91
	Total Current Assets		**6,201.63**	**13.28**	**6,214.91**
	Total Assets (1+2)		**19,917.30**	**79.07**	**19,996.38**
	EQUITY AND LIABILITIES				
1	**Equity**				
	(a) Equity Share capital		175.83	-	175.83
	(b) Other Equity excluding non-controlling interests	vi	13,248.78	72.37	13,321.15
	Equity attributable to owners of the Company		13,424.61	72.37	13,496.98
	LIABILITIES				
2	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	ii (a)	780.17	0.64	780.81
	(iii) Other financial liabilities		27.94	(0.01)	27.93
	(b) Provisions	v (a)	226.48	(1.07)	225.41
	Total Non current Liablities		1,034.59	(0.45)	1,034.15
3	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	ii (a)	687.76	0.00	687.76
	(ii) Trade payables	ii (b)	3,120.96	(1.73)	3,119.23
	(iii) Other financial liabilities	ii (b), iv	1,097.34	77.50	1,174.84
	(b) Other current liabilities		387.02	-	387.02
	(c) Current Tax Liabilities (Net)	v (b)	8.34	-	8.34
	(d) Provisions	v (a)	156.68	(68.62)	88.06
	Total Current Liabilities		5,458.10	7.16	5,465.25
	Total Equity and Liabilities (1+2+3)		**19,917.30**	**79.08**	**19,996.38**

Endurance Technologies Limited
(Formerly known as "Endurance Technologies Private Limited")

Notes forming part of condensed financial statements

Reconciliation of equity as previously reported under Previous GAAP (I GAAP) as at June 30, 2016

Rs. in million

	Particulars	Notes	As on June 30, 2016 Previous GAAP	Effect of transition to Ind AS	Ind AS balance sheet
	ASSETS				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	i	9,325.97	(1,497.63)	7,828.34
	(b) Capital work-in-progress		563.23	-	563.23
	(c) Other Intangible assets		65.61	-	65.61
	(d) Intangible assets under development		3.99	-	3.99
	(e) Financial Assets			-	
	(i) Investments		3,646.68	-	3,646.68
	(ii) Other Financial Assets	ii (b)	149.07	80.46	229.53
	(f) Deferred tax assets (net)	iii	141.77	(8.62)	133.15
	(g) Other non-current assets	i	197.14	1,478.99	1,676.13
	Total Non - Current Assets		**14,093.47**	**53.19**	**14,146.66**
2	**Current assets**				
	(a) Inventories		2,450.90	-	2,450.90
	(b) Financial Assets				
	(i) Investments	ii (a)	281.32	17.54	298.86
	(ii) Trade receivables		4,486.43	0.00	4,486.43
	(iii) Cash and cash equivalents		53.10	(0.00)	53.10
	(iv) Other Financial Assets		22.01	(0.00)	22.01
	(c) Other current assets	i, ii (b)	418.11	(0.56)	417.55
	Total Current Assets		**7,711.87**	**16.98**	**7,728.85**
	Total Assets (1+2)		**21,805.34**	**70.17**	**21,875.51**
	EQUITY AND LIABILITIES				
1	**Equity**				
	(a) Equity Share capital		1,406.63	-	1,406.63
	(b) Other Equity excluding non-controlling interests	vi	12,556.79	80.32	12,637.11
	Equity attributable to owners of the Company		**13,963.42**	**80.32**	**14,043.74**
	LIABILITIES				
2	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	ii (a)	471.74	5.36	477.10
	(iii) Other financial liabilities		28.32	(0.01)	28.31
	(b) Provisions	v (a)	257.89	(4.74)	253.15
	Non-current liabilities		**757.95**	**0.61**	**758.56**
3	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	ii (a)	1,633.81	(2.58)	1,631.23
	(ii) Trade payables	ii (b)	3,589.01	(4.65)	3,584.36
	(iii) Other financial liabilities	ii (b), iv	1,099.39	59.96	1,159.35
	(b) Other current liabilities		480.51	-	480.51
	(c) Current Tax Liabilities (Net)	v (b)	134.28	(10.74)	123.54
	(d) Provisions	v (a)	146.97	(52.75)	94.22
	Current liabilities		7,083.97	(10.76)	7,073.21
	Total Equity and Liabilities (1+2+3)		**21,805.34**	**70.17**	**21,875.51**

Endurance Technologies Limited
(Formerly known as "Endurance Technologies Private Limited")

Notes forming part of condensed financial statements

Reconciliation of Statement of Profit and Loss as previously reported under Previous GAAP (IGAAP) to Ind AS for the three months ended June 30, 2015

Rs. In million

	Particulars	Note No.	For the three months ended June 30, 2015		
			Previous GAAP	**Effect of transition to Ind AS**	**Ind AS**
I	Revenue From Operations	vii	9,702.47	(27.43)	9,675.04
II	Other Income	viii	73.30	(9.20)	64.10
III	**Total Revenue (I+II)**		9,775.77	(36.63)	9,739.14
IV	**Expenses**				
	Cost of materials consumed	viii (a)	5,965.93	(11.33)	5,954.61
	Changes in inventories of finished goods, Stock-in -Trade and work-in progress		19.79	-	19.79
	Purchases of stock-in-trade (traded goods)		(250.69)	-	(250.69)
	Excise duty on sale of goods		926.24	-	926.24
	Employee benefits expense	ix	540.05	(4.39)	535.66
	Finance costs	iv, v (a)	89.17	0.51	89.68
	Depreciation and amortization expense	x	345.80	(15.73)	330.07
	Other expenses	vii, x, v(a)	1,522.90	(11.72)	1,511.18
	Total expenses		9,159.19	(42.65)	9,116.54
V	**Profit before tax (III-IV)**		616.58	6.02	622.60
VI	**Tax expense:**				
	Current tax		100.35	(0.00)	100.35
	Deferred tax	xi	(25.26)	2.02	(23.24)
	Total tax expenses		75.09	2.02	77.11
VII	**Profit after tax (V-VI)**		541.49	4.00	545.49
VIII	**Other Comprehensive Income (OCI)**				
	Items that will not be reclassified to profit or loss:				
	Remeasurements of defined benefit plans	ix	-	4.38	4.38
	Income-tax relating to items that will not be reclassified to profit or loss	ix	-	(1.45)	(1.45)
IX	**Total Comprehensive income for the period**		**541.49**	**6.94**	**548.43**

Endurance Technologies Limited
(Formerly known as "Endurance Technologies Private Limited")

Notes forming part of condensed financial statements

Reconciliation of Statement of Profit and Loss as previously reported under Previous GAAP (IGAAP) to Ind AS for the three months ended June 30, 2016

Rs. in million

	Particulars	Note No.	For the three months ended June 30, 2016		
			Previous GAAP	**Effect of transition to Ind AS**	**Ind AS**
I	Revenue From Operations	vii	10,647.37	(39.20)	10,608.17
II	Other Income	viii	40.06	(0.38)	39.68
III	**Total Revenue (I+II)**		10,687.43	(39.58)	10,647.85
IV	**Expenses**				
	Cost of materials consumed	vii (a)	6,337.41	(8.73)	6,328.68
	Changes in inventories of finished goods, Stock-in -Trade and work-in progress		(187.88)	-	(187.88)
	Purchases of stock-in-trade (traded goods)		24.87	-	24.87
	Excise duty on sale of goods		982.21	-	982.21
	Employee benefits expense	ix	588.58	(12.59)	575.99
	Finance costs	iv, v (a)	66.60	(3.67)	62.93
	Depreciation and amortization expense	x	403.32	(4.66)	398.66
	Other expenses	vii, x, v(a)	1,735.14	(34.55)	1,700.59
	Total expenses		9,950.25	(64.19)	9,886.05
V	**Profit before tax (III-IV)**		737.18	24.62	761.80
VI	**Tax expense:**				
	Current tax		234.84	0.00	234.84
	Deferred tax	xi	(36.47)	8.24	(28.23)
	Total tax expense		**198.37**	**8.24**	**206.61**
VII	**Profit for the period (V-VI)**		538.81	16.38	555.19
VIII	**Other Comprehensive Income (OCI)**				
	Items that will not be reclassified to profit or loss:				
	Remeasurements of defined benefit plans	ix	-	12.59	12.59
	Income-tax relating to items that will not be reclassified to profit or loss	ix	-	(4.16)	(4.16)
IX	**Total Comprehensive income for the period**		**538.81**	**7.94**	**546.75**

Notes to reconciliation of equity as at April 01, 2015, March 31, 2016 and June 30, 2016 and profit or loss for the three months ended June 30, 2016 and June 30, 2015.

i **Leasehold Land:**

Company has leasehold land in its books of accounts. As per previous GAAP (IGAAP), leasehold lands were considered as Finance Lease and amortised over the period of lease tenure. As per Ind AS, leasehold land is considered as operating lease. Accordingly, premium paid is considered as prepayment of lease charges and same is charged to Statement of Profit and Loss over the period of lease. The prepayment is disclosed under Other non current assets / Other current assets.

ii **Financial Assets:**

a Investments carried at fair value through Profit and Loss (FVTPL): Under Indian GAAP, Current investment are shown at cost or market value whichever is lower. However under Ind AS the same is shown at fair value through Statement of Profit and Loss. As a result, the impact of fair value on investments as on June 30, 2016 is Rs. 17.54 million (March 31, 2016: Rs.15.79 million, April 01 ,2015: Rs. Nil).

b Valuation of foreign currency forward contracts

The Company had outstanding foreign currency forward contracts to hedge certain of its foreign currency financial assets and liabilites. Under Ind AS 109, the foreign currency financial assets and liabilites are restated at closing rate, the derivative contracts are fair valued and premium recognised under IGAAP, is reversed under Ind AS.

iii **Deferred Tax Assets**

Ind AS 12 requires entities to account for deferred taxes using the Balance sheet approach, which focuses on temporary difference between the carrying amount of an asset or liability in the Balance Sheet and its tax base. Deferred tax adjustment are recognised in correlation to the underlying transaction either in retained earning or a separate component in equity. As a result , deferred tax assets as on June 30, 2016 is decreased by Rs. 4.10 million (March 31, 2016 Rs.3.63 million; April 01, 2015 Rs. 0.90 million)

iv **Borrowings**

Under Indian GAAP, transaction costs incurred in connection with borrowings are amortised over the period. Under Ind AS, transaction costs are included on the initial recognition amount of financial liability and charged to profit or loss using effective interest rate. As a result, the impact on borrowing as on the date of transition is lower by Rs. 0.09 million.

Notes forming part of condensed financial statements

v Provision

a Under Indian GAAP, the Company has accounted for provisions (warranty), including long term provision, at the undiscounted amount. Ind AS 37 requires that where the effect of time value of money is material, the amount of provision should be the present value of the expenditures expected to be required to settle the obligation. Ind-AS 37 also provides that where discounting issued, the carrying amount of a provision increases in each period to reflect the passage of time.

b Under Ind AS, distributions would be accounted when they are declared. The dividend declared will be accounted for when the same is approved. Hence, dividend provision has been reversed and accounted in the year, when the same is approved.

vi Effects of transition to Ind AS on retained earnings:

Adjustments for equity effect of all the Ind AS adjustment entries.

vii Revenue

As per Ind AS, the amount of revenue arising on a transaction is measured at the fair value of the consideration received or receivable taking into account the amount of any trade discounts and volume rebates allowed by the entity. Accordingly, Company has netted off discount allowed to customers with revenue. This resulted in decrease is revenue for the three months ended June 30, 2016 is Rs.39.20 million (June 30, 2015:Rs.27.43 million).

viii Other Income

a Under Indian GAAP the discount received from vendor are considered in other income whereas, under Ind AS such amount is adjusted with the cost of material. The decrease in other income is for the three months ended June 30, 2016 is Rs.8.74 million (June 30, 2015 Rs.11.32 million)

b Under Indian GAAP, current investments are shown at cost or market value whichever is lower. However under Ind AS the same is shown at fair value through profit and loss. The gain on account of fair valuation for the three months ended June 30, 2016 is Rs. 17.74 million (June 30, 2015 Rs. 0.31million)

c Under Indian GAAP the forward exchange contracts and other derivative instruments were accounted based on Accounting Standard 11 " The effects of changes in foreign exchange rates". Under Ind-AS, fair value of forward foreign exchange contracts and other derivative instruments has been recognised and the corresponding adjustments has been made in the Profit & Loss.

ix Employee benefits

Indian GAAP and Ind AS, the Company recognised cost related to its post employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to statement of Profit & Loss. Under Ind AS, remeasruement (comprising of actuarial gains and losses, the effect of the assets ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined liability) are recognised immediately in the Balance sheet with a corresponding debit or credit to retained earning through Other Comprehensive Income (OCI). The decrease in employee benefits expenses for the three months ended June 30, 2016 is Rs.12.59 million (tax impact Rs.4.16 million) (June 30, 2015 is Rs. 4.39 million (tax impact Rs.1.49 million))

x Depreciation and Amortisation

Under Indian GAAP, leasehold land was considered as part of property plant and equipment, the same was amortised over the period of lease whereas under Ind AS leasehold land is treated as operating lease and reclassified under prepayment. The amount is charged to Lease rental on systematic basis over the period of lease

xi Deferred Tax

Ind AS 12 requires entities to account for deferred taxes using the Balance sheet approach, which focuses on temporary difference between the carrying amount of an asset or liability in the Balance Sheet and its tax base. Deferred tax adjustment are recognised in correlation to the underlying transaction either in retained earning or a separate component in equity. As a result , deferred tax assets as on June 30, 2016 is decreased by Rs. 4.10 million (March 31, 2016 Rs.3.63 million; April 01, 2015 Rs. 0.90 million)

41 Industrial Promotion Subsidy:

As per Eligibility Certificates (EC) dated October 17, 2011 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs. 172.77 million under the Package Scheme of Incentives 2007 ('the Scheme') in connection with the 3 plants at Chakan, Pune and as per EC dated October 17, 2014 eligible for IPS of Rs. 191 million in connection with 6 plants at Waluj, Aurangabad.
Also Company has received EC dated June 23, 2015 of Rs. 47.10 million for IPS under the Package Scheme of Incentives 2007 ('the Scheme') in connection with the Plant at K 226/1 & K 227 at Waluj.

In terms of the Scheme and based on the EC received, Company has received sanction letters from Directorate of Industries and accrued income of Rs. nil (March 31, 2016 Rs. 93.94 million).

Company has received Rs 3 million capital subsidy for setting up industrial unit at Pantnagar, Uttarakhand State, as an incentivizing to set up its industrial unit in backward areas. The incentive / subsidy is given with reference to the total investments in an undertaking or by way of contribution towards its total capital outlay. No repayment is expected from the subsidy / incentive received in such cases. These should, therefore, be credited directly to shareholders' funds.

42 CIF value of imports (on accrual basis)

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Capital goods	110.32	130.54
Raw material & components	899.26	716.34
Stores & spares	32.49	19.03
Total	**1,042.07**	**865.91**

43 Expenditure in foreign currency (on accrual basis)

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Foreign travel	2.72	1.33
Technical know-how	-	-
Professional fees	4.01	1.02
Interest on foreign currency loan	14.36	16.18
Commission	1.46	1.65
Other matters	7.25	5.45
Total	**29.80**	**25.63**

44 Earnings in Foreign Currency

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
FOB value of exports	301.96	243.27
Others	-	-
Total	**301.96**	**243.27**

45 Amounts remitted in foreign currency during the year on account of dividend

Rs. in million

Particulars	During the three months ended June 30, 2016	During the year ended March 31, 2016	
(a) Year to which dividend relates		2015-16	2014-15
(b) Number of non-resident shareholders to whom remittance was made	-	1.00	1.00
(c) Number of shares on which remittance was made (in million)	-	6.03	6.03
(d) Amount remitted (Rs in million)	-	16.88	16.88

Endurance Technologies Limited
(Formerly known as "Endurance Technologies Private Limited")

Notes forming part of condensed financial statements

46 **Details of consumption of imported and indigenous items :**

Rs. in million

Particulars	For the three months ended June 30, 2016	% of Total Consumption	For the three months ended June 30, 2015	% of Total Consumption
Raw material consumed				
Imported	972.98	15.34	775.11	12.96
Indigenous	5,371.50	84.66	5,204.83	87.04
	6,344.48	**100.00**	**5,979.94**	**100.00**
Stores, Spares consumed				
Imported	41.75	21.01	24.60	13.00
Indigenous	156.94	78.99	164.66	87.00
Total	**198.69**	**100.00**	**189.26**	**100.00**

47 **The Capital and revenue expenditure incurred by the in-house R&D Units (hereinafter referred as "R&D Centre") recognised by Department of Scientific and Industrial Research (DSIR), as accounted for in the books of account, is as under:**

Rs. in million

Particulars	R&D Centre at			
	E-93	B-1/3	K-226/2	K-226/1
i) Capital Expenditure (Excluding Advances)				
For the three months ended June 30, 2016	4.83	0.07	0.44	1.49
For the three months ended June 30, 2015	7.55	0.05	52.07	1.28
ii) Revenue Expenditure				
For the period ended June 30, 2016				
Salaries/wages	16.55	11.65	5.31	4.98
Materials/consumables/spares/tools	1.63	0.31	1.82	1.48
Utilities	0.87	0.98	0.43	0.34
Any other expenditure directly relating to R & D	5.87	4.93	4.29	2.07
Total Revenue Expenditure	**24.92**	**17.87**	**11.85**	**8.87**
For the three months ended June 30, 2015				
Salaries/wages	47.90	41.46	14.37	13.23
Materials/consumables/spares/tools	7.31	2.15	11.23	3.38
Utilities	2.68	2.87	1.48	0.61
Any other expenditure directly relating to R & D	19.22	25.75	11.64	6.41
Total Revenue Expenditure	**85.08**	**75.08**	**44.19**	**30.68**

48 **Corporate Social responsibility (CSR)**

Pursuant to Companies Act, 2013 gross amount required to be spent by the company towards CSR during the period/year is Rs. 49.60 million (March 31, 2016 Rs. 40.05 million).

During the period the company has contributed Rs 4.50 million (March 31, 2016 Rs. 52.00 million) to Sevak Trust.

Sevak Trust has implemented following projects:

Rs. in million

Nature of expenditure	For the three months ended June 30, 2016	For the three months ended June 30, 2015
i) Construction/acquisition of any asset	-	-
ii) On the purpose other than (i) above		
Village Development Project (VDP)	2.24	1.79
Vocational Training Centre (VTC)	1.43	0.00
Total	**3.67**	**1.79**

Notes forming part of condensed financial statements

Previous year's/ period's figure have been regrouped/ reclassified wherever necessary to correspond with the current period's classification/ disclosure

For and on behalf of the Board of Directors

Naresh Chandra	**Anurang Jain**	**Asanka Rodrigo**
Chairman	**Managing Director**	**Director**
(DIN : 00027696)	**(DIN : 00291662)**	**(DIN : 03010463)**

Partho S Datta	**Satrajit Ray**	**Sunil Lalai**
Director	**Director &**	**Group Company Secretary**
(DIN : 00040345)	**Group CFO**	**& Head - Legal**
	(DIN : 00191467)	

Date: August 26, 2016
Place: Mumbai

Endurance Technologies Limited
Related Party Disclosure
(For the three months ended 30th June, 2016)
(Refer Note 34)

(a) List of Related Parties & Relationship

S.No	Description of Relationship	Name of Related Party/Persons
1	Holding Company	None
2	Subsidiaries Direct / Indirect	Endurance Amann GmbH, Germany (Direct Subsidiary) Endurance Overseas S.r.L., Italy (Direct Subsidiary) Endurance Fondalmec S.p.A, Italy (Indirect Subsidiary) Endurance Engineering S.r.L., Italy (Indirect Subsidiary) Endurance F.O.A. S.p.A., Italy (Indirect Subsidiary)
3	Fellow Subsidiaries	None
4	Associate	None
5	Key Management Personnel	Mr. Anurang Jain, Managing Director Mr. Satrajit Ray, Director Mr. Ramesh Gehaney, Director
6	Relatives of Key Management Personnel with whom transactions have taken place	Mr. Naresh Chandra - Father of Mr. Anurang Jain
		Mrs. Suman Jain - Mother of Mr. Anurang Jain
		Mrs. Varsha Jain - Wife of Mr. Anurang Jain
7	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	Varroc Engineering Pvt. Ltd. Varroc Elastomers Pvt. Ltd.

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

Endurance Technologies Limited
Related Party Disclosure
(For the three months ended 30th June, 2016)
(Refer Note 34)

(b) Transactions carried out with the related parties in ordinary course of business (Previous period figures are in brackets)

Rs in million

Nature of Transactions	Subsidiary	Key Management Personnel	Relatives of Key Manage ment personnel	Enterprises Owned or controlled by Key Management Personnel or their relatives	Total
Purchases*					
Goods & Materials	0.24	-	-	54.32	54.56
	-	-	-	(30.66)	(30.66)
Expenses*					
Remuneration#	-	18.93	1.39	-	20.32
	-	(16.16)	(0.68)	-	(16.84)
Directors Sitting Fees	-	-	0.04	-	0.04
	-	-	(0.04)	-	(0.04)
Professional Charges	-	-	0.43	-	0.43
	-	-	(0.65)	-	(0.65)
Income*					
Other Income	-	-	-	0.07	0.07
	-	-	-	(0.06)	(0.06)
Balance Outstanding on 30th June, 2016**					
Payables	0.24	-	-	17.76	18.00
	-	-	-	(15.40)	(15.40)
Share Investment	3,636.53	-	-	-	3,636.53
	(3,636.53)	-	-	-	(3,636.53)

Employee benefits payable (gratuity and compensated absence) are calculated on the basis of actuarial valuation. Amount payable for individual employees as at respective period/year ended cannot be separately identified and therefore has not been included in above.

* Figures in bracket are in respect of the corresponding previous period from April 01, 2015 to June 30, 2015

** Figures in bracket are in respect of the previous year ended March 31, 2016

Note:

1 No provision have been made in respect of receivable from related parties as on June 30, 2016

Endurance Technologies Limited
Related Party Disclosure
(For the three months ended 30th June, 2016)
(Refer Note 34)

(c) Disclosure in respect of material transactions with related party (Previous period figures are in brackets)

Rs in million

Particulars	Endurance Fondalmec S.p.A, Italy	Varroc Engineering Pvt. Ltd.	Varroc Elastomers Pvt. Ltd.	Total
Purchases				
Goods & Materials	0.24	21.71	32.61	54.56
	-	(8.90)	(21.76)	(30.66)
Income				
Other Income	-	0.00	0.07	0.07
	-	(0.00)	(0.06)	(0.06)

Note:

1 Figures in brackets are in respect of the corresponding previous period from April 01, 2015 to June 30, 2015

Deloitte Haskins & Sells LLP

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INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF ENDURANCE TECHNOLOGIES LIMITED (FORMERLY KNOWN AS ENDURANCE TECHNOLOGIES PRIVATE LIMITED)

Report on the Interim Condensed Consolidated Financial Statements

We have audited the accompanying interim condensed consolidated financial statements of **ENDURANCE TECHNOLOGIES LIMITED** (formerly known as **ENDURANCE TECHNOLOGIES PRIVATE LIMITED**) ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the interim Condensed Balance Sheet as at 30th June, 2016, the related interim Condensed Consolidated Statement of Profit and Loss, Statement of Changes in Equity and interim Condensed Consolidated Cash Flow Statement for the three months ended 30th June, 2016, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the interim Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these interim condensed consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with requirements of Indian Accounting Standard 34 on Interim Financial Reporting (Ind AS 34) specified under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 interim condensed consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these interim condensed consolidated financial statements based on our audit. We conducted our audit of the interim condensed consolidated financial statements 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.

Regd. Office: 12, Dr. Annie Besant Road, Opp. Shiv Sagar Estate, Worli, Mumbai - 400 018, India. (LLP Identification No. AAB-8737)

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the interim condensed consolidated 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 auditor considers internal financial control relevant to the Group's preparation of the interim condensed consolidated financial statements that give 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 Group has in place an adequate internal financial control 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 interim condensed consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid interim condensed consolidated financial statements give the information so required and give a true and fair view in conformity with the requirements of Indian Accounting Standard 34 on Interim Financial Reporting specified under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India, of the state of affairs of the Group as at 30th June, 2016, and its profit, changes in equity and its cash flows for the three months ended on that date.

Other Matters

We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets of Rs. 5,014.58 million as at 30th June, 2016, total revenues of Rs. 4,830.29 million and net cash flows amounting to Rs. 512.81 million for three months ended on that date, as considered in the interim condensed consolidated financial statements. The financial statements/information of these companies have been audited by the respective auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these companies, is based solely on the report of such auditors.

Our opinion on the interim condensed consolidated financial statements is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Hemant M. Joshi
(Partner)
(Membership No. 038019)

Mumbai, 26th August, 2016

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)

Condensed Consolidated Balance Sheet as at June 30, 2016

Rs. in million

	Particulars	Note No.	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
	ASSETS				
1	**Non-current assets**				
	(a) Property, plant and equipment	3	14,659.84	14,322.74	11,703.07
	(b) Capital work-in-progress		935.70	731.63	214.58
	(c) Goodwill		1,467.52	1,469.25	1,315.76
	(d) Other Intangible assets	3	73.33	76.73	74.65
	(e) Intangible assets under development		160.54	86.39	1.76
	(f) Financial Assets				
	(i) Investments	4	10.20	10.21	10.25
	(ii) Other financial assets	5	232.14	235.32	182.25
	(g) Deferred tax assets (net)	17A	266.94	214.10	224.12
	(h) Other non-current assets	6	1,999.76	2,315.58	2,281.66
	Total Non - Current Assets		**19,805.97**	**19,461.95**	**16,008.10**
2	**Current assets**				
	(a) Inventories	7	4,602.80	4,067.00	3,857.78
	(b) Financial Assets				
	(i) Investments	4A	298.86	471.64	-
	(ii) Trade receivables	8	8,085.59	5,927.87	5,787.34
	(iii) Cash and bank balances	9	2,158.94	1,674.21	936.44
	(iv) Other financial assets	5A	22.01	18.43	21.00
	(c) Other current assets	6A	1,033.74	1,215.15	1,275.39
	Total Current Assets		**16,201.94**	**13,374.30**	**11,877.95**
	Total Assets (1+2)		**36,007.91**	**32,836.25**	**27,886.05**
	EQUITY AND LIABILITIES				
1	**Equity**				
	(a) Equity Share capital	10	1,406.63	175.83	175.83
	(b) Other Equity excluding non-controlling interests	10A	13,916.27	14,327.81	11,397.13
	Total equity attributable to owners of the Company (I)		**15,322.90**	**14,503.64**	**11,572.96**
	Non-controlling interests (II)	10B	-	-	107.12
	Total equity (I+II)		**15,322.90**	**14,503.64**	**11,680.08**
	LIABILITIES				
2	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	11	3,938.21	4,163.05	4,078.16
	(ii) Other financial liabilities	12	93.67	97.35	28.44
	(b) Provisions	13	404.93	374.71	337.51
	(c) Deferred tax liabilities (Net)	17A	11.85	10.96	13.97
	Total Non - Current Liabilities		**4,448.66**	**4,646.07**	**4,458.08**
3	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	14	3,356.72	1,869.07	1,656.80
	(ii) Trade payables				
	(a) Total outstanding dues of micro enterprises and small enterprises	15	485.27	497.73	446.08
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	15	8,170.54	6,884.82	6,262.50
	(iii) Other financial liabilities	12A	2,732.49	3,295.52	2,679.71
	(b) Other current liabilities	16	857.40	752.28	417.02
	(c) Current Tax Liabilities (Net)	17	535.46	294.21	212.87
	(d) Provisions	13A	98.47	92.91	72.91
	Total Current Liabilities		**16,236.35**	**13,686.54**	**11,747.89**
	Total Equity and Liabilities (1+2+3)		**36,007.91**	**32,836.25**	**27,886.05**
	Significant Accounting Policies	1			
	See accompanying notes to the financial statements				

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Hemant M Joshi
Partner
Date: August 26, 2016
Place : Mumbai

Partho S Datta
Director
(DIN : 00040345)

Satrajit Ray
Director &
Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company
Secretary & Head–Legal

Date : August 26, 2016
Place: Mumbai

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)

Condensed Consolidated Statement of Profit and Loss for the three months ended June 30, 2016

Rs. in million

	Particulars	Note No.	For the three months ended June 30, 2016	For the three months ended June 30, 2015
I	Revenue from operations	18	15,363.41	13,636.42
II	Other income	19	109.62	115.49
III	**Total Income (I + II)**		**15,473.03**	**13,751.91**
IV	**EXPENSES**			
	Cost of materials consumed	20a	8,409.45	7,734.00
	Purchases of stock-in-trade (traded goods)	20b	24.87	19.79
	Changes in stock of finished goods, work-in-progress and stock-in-trade (traded goods)	20c	(323.64)	(317.72)
	Excise duty on sale of goods		982.21	926.23
	Employee benefits expense	21	1,404.31	1,230.88
	Finance costs	22	104.22	135.30
	Depreciation and amortisation expense	3	683.96	548.76
	Other expenses	23	3,021.95	2,500.39
	Total Expenses		**14,307.33**	**12,777.63**
V	**Profit before tax (III - IV)**		**1,165.70**	**974.28**
VI	**Tax Expense**			
	Current tax (includes excess provision related to prior years Rs. Nil, June 30, 2015 Rs. 69.56 million)		382.17	234.25
	Deferred tax		(48.07)	(23.50)
	Total tax expense		**334.10**	**210.75**
VII	**Profit for the period (V - VI)**		**831.60**	**763.53**
VIII	**Profit for the period attributable to:**			
	Owners of the Company		**831.60**	**756.74**
	Non controlling interest		**-**	**6.79**
			831.60	**763.53**
IX	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss			
	Remeasurements of defined benefit plans		(12.59)	(4.38)
	Income-tax relating to items that will not be reclassified to profit or loss		4.16	1.45
	Total		**(8.43)**	**(2.93)**
	Items that may be reclassified to profit or loss			
	Exchange differences in translating the financial statements of foreign operations		(3.91)	207.33
	Income-tax relating to items that will not be reclassified to profit or loss		-	-
	Total		**(3.91)**	**207.33**
X	**Total comprehensive income for the period (VII + IX)**		**819.26**	**967.93**
XI	**Profit for the period attributable to:**			
	Owners of the Company		**819.26**	**961.14**
	Non controlling interest		**-**	**6.79**
	Total		**819.26**	**967.93**

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)

Condensed Consolidated Statement of Profit and Loss for the three months ended June 30, 2016

Rs. in million

	Particulars	**Note No.**	**For the three months ended June 30, 2016**	**For the three months ended June 30, 2015**
XII	**Earnings per equity share (Nominal value per share Rs. 10 each), not annualised**			
	Basic and Diluted (in Rs.)	32	5.91	5.38
	Significant Accounting Policies	1		
	See accompanying notes to the financial statements			

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors

Hemant M Joshi
Partner
Date: August 26, 2016
Place : Mumbai

Naresh Chandra
Chairman
(DIN : 00027696)

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Partho S Datta
Director
(DIN : 00040345)

Satrajit Ray
Director & Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company Secretary & Head–Legal

Date: August 26, 2016
Place: Mumbai

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)

Statement of changes in equity as on June 30, 2016

Changes in Equity

Rs. million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Balance at the beginning of the period / year	175.83	175.83	175.83
Bonus shares issued during the period/year	1,230.80	-	-
Shares bought back during the period/year	-	-	-
Balance at the end of the period / year	**1,406.63**	**175.83**	**175.83**

Changes in other equity

Rs. million

Particulars	Reserves and Surplus						Other Comprehensive Income		Equity attributable to shareholders of the Company	Non Controlling Interests	Total Equity
	Capital redemption reserve	Securities premium reserve	General reserve	Capital Subsidy	Capital Reserve	Retained earnings	Foreign Currency Translation Reserve	Others			
Balance as at March 31, 2015 as per previous GAAP	23.21	1,367.99	1,193.98	14.50	209.32	8,508.34	(113.73)	-	11,203.61	107.12	11,310.73
Dividend (including tax thereon)	-	-	-	-	-	148.14	-	-	148.14	-	148.14
Accounting for forward contract	-	-	-	-	-	(2.69)	-	-	(2.69)	-	(2.69)
Imapct on borrowings due to amortisation	-	-	-	-	-	74.17	-	-	74.17	-	74.17
Discounting of long term warranty provision	-	-	-	-	-	3.52	-	-	3.52	-	3.52
Tax on undistributed earnings	-	-	-	-	-	(10.14)	-	-	(10.14)	-	(10.14)
Tax effect of Ind AS adjustments	-	-	-	-	-	(19.48)	-	-	(19.48)	-	(19.48)
Reversal of Foreign Currency Tansalation Reserve	-	-	-	-	-	(113.73)	113.73	-	-	-	-
									-		-
Total	**-**	**-**	**-**	**-**	**-**	**79.79**	**113.73**	**-**	**193.52**	**-**	**193.52**
Balance as at April 1, 2015 as per Ind AS	**23.21**	**1,367.99**	**1,193.98**	**14.50**	**209.32**	**8,588.13**	**-**	**-**	**11,397.13**	**107.12**	**11,504.25**

Rs. million

Particulars	Reserves and Surplus						Other Comprehensive Income		Equity attributable to shareholders of the Company	Non Controlling Interests	Total Equity
	Capital redemption reserve	Securities premium reserve	General reserve	Capital Subsidy	Capital Reserve	Retained earnings	Foreign Currency Translation Reserve	Others			
Balance as at April 1, 2015 as per Ind AS	23.21	1,367.99	1,193.98	14.50	209.32	8,588.13	-	-	11,397.13	107.12	11,504.25
Profit for the year	-	-	-	-	-	3,004.33	-	-	3,004.33	10.87	3,015.20
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	435.05	0.75	435.80	12.46	448.26
Capital Subsidy received during the year	-	-	-	3.00	-	-	-	-	3.00		3.00
Total comprehensive income for the year	**23.21**	**1,367.99**	**1,193.98**	**17.50**	**209.32**	**11,592.46**	**435.05**	**0.75**	**14,840.26**	**130.45**	**14,970.71**
Acquisition of Non Controlling Interest in subsidiary	-	-	-	-	-	(216.19)	-	-	(216.19)	(130.45)	(346.64)
Payment of dividend	-	-	-	-	-	(246.16)	-	-	(246.16)	-	(246.16)
Tax on Dividend	-	-	-	-		(50.10)		-	(50.10)	-	(50.10)
Total	**-**	**-**	**-**	**-**	**-**	**(512.45)**	**-**	**-**	**(512.45)**	(130.45)	**(642.90)**
Balance as at March 31, 2016 as per Ind AS	**23.21**	**1,367.99**	**1,193.98**	**17.50**	**209.32**	**11,080.01**	**435.05**	**0.75**	**14,327.81**	**-**	**14,327.81**

Rs. million

Particulars	Reserves and Surplus						Other Comprehensive Income		Equity attributable to shareholders of the Company	Non Controlling Interests	Total Equity
	Capital redemption reserve	Securities premium reserve	General reserve	Capital Subsidy	Capital Reserve	Retained earnings	Foreign Currency Translation Reserve	Others			
Balance as at April 1, 2016 as per Ind AS	23.21	1,367.99	1,193.98	17.50	209.32	11,080.01	435.05	0.75	14,327.81	-	14,327.81
Profit for the three months ended	-	-	-	-		831.60		-	831.60	-	831.60
Other comprehensive income for the period, net of income tax	-	-	-	-	-	-	(3.91)	(8.43)	(12.34)	-	(12.34)
Issue of bonus shares	(23.21)	(1,207.59)	-	-		-		-	(1,230.80)	-	(1,230.80)
Capital Subsidy received during the period	-	-	-	-		-		-	-	-	-
Total comprehensive income for the three months period	**-**	**160.40**	**1,193.98**	**17.50**	**209.32**	**11,911.61**	**431.14**	**(7.68)**	**13,916.27**	**-**	**13,916.27**
Balance as at June 30, 2016 as per Ind AS	**-**	**160.40**	**1,193.98**	**17.50**	**209.32**	**11,911.61**	**431.14**	**(7.68)**	**13,916.27**	**-**	**13,916.27**

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)

Consolidated Cash Flow Statement for the three months ended June 30, 2016

Rs. in million

	Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
A	**Cash flows from operating activities**		
	Profit before tax for the period	1,165.70	974.28
	Adjustments for:		
	Depreciation and amortisation	683.96	548.76
	Impairment loss recognised on trade receivables	-	1.83
	Provision for employees benefit	80.41	89.49
	Provision for warranty claims	(1.98)	6.98
	Finance costs recognised	102.24	128.48
	Loss/ (profit) on disposal of property, plant and equipment	(43.05)	(10.84)
	Excess provision/credit balances written back (net)	(0.65)	(9.97)
	Interest income recognised	(1.85)	(4.10)
	Unrealised (gain)/loss on financial assets/liabilities	1.46	29.37
	Exchange difference arising on consolidation	3.01	133.08
	Operating profit before working capital changes	**1,989.25**	**1,887.36**
	Movements in working capital:		
	Adjustments for (increase)/decrease in operating assets:		
	Inventories	(535.80)	(346.56)
	Trade receivables	(2,154.71)	(1,161.53)
	Other Financial assets	159.42	162.68
	Adjustments for (increase)/decrease in operating Liabilities:		
	Trade payables	1,184.56	666.26
	Provisions	38.12	70.42
	Other Financial liabilities	36.09	151.70
	Cash generated from operations	**716.93**	**1,430.33**
	Income taxes paid	(147.38)	(148.08)
	Net cash generated by operating activities	569.55	1,282.25

Endurance Technologies Limited
(Formerly known as Endurance Technologies Private Limited)

Consolidated Cash Flow Statement for the three months ended June 30, 2016

Rs. in million

	Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
B	**Cash flows from investing activities**		
	Payments for property, plant and equipment (including Capital work in progress and capital advances)	(1,613.83)	(1,196.44)
	Proceeds from disposal of property, plant and equipment	94.65	60.58
	Payment to acquire / proceeds on sale of current investment (Mutual Fund)	174.52	(120.00)
	Proceeds from sale of non current investments	-	0.02
	Fixed deposits with bank not considered as cash or cash equivalents	-	13.27
	Interest received	0.90	3.96
	Net cash (used in)/generated by investing activities	(1,343.76)	(1,238.61)
C	**Cash flows from financing activities**		
	Proceeds from borrowings	2,638.19	2,388.38
	Repayment of borrowings	(1,361.83)	(2,064.87)
	Interest paid	(97.98)	(129.51)
	Incentive received	80.56	119.37
	Net cash used in financing activities	**1,258.94**	**313.37**
	Net increase in cash and cash equivalents	**484.73**	**357.01**
	Cash and cash equivalents at the beginning of the period	1,655.55	900.05
	Cash and cash equivalents at the end of the period	2,140.28	1,257.06
	Net increase in cash & cash equivalents	484.73	357.01

Note :

1 Figures in brackets represents outflows.

2 Issue of shares during the three months ended June 30, 2016 are for consideration other than cash.

See accompanying notes to the financial statements

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Hemant M Joshi
Partner

Date: August 26, 2016
Place : Mumbai

For and on behalf of the Board of Directors

Naresh Chandra
Chairman

Anurang Jain
Managing Director
(DIN : 00291662)

Asanka Rodrigo
Director
(DIN : 03010463)

Partho S Datta
Director
(DIN : 00040345)

Satrajit Ray
Director &
Group CFO
(DIN : 00191467)

Sunil Lalai
Group Company
Secretary & Head–Legal

Date: August 26, 2016
Place: Mumbai

1 Corporate Information

Consequent to the conversion of the Company from private limited to public limited with effect from 31st May, 2016, the name of the Company has changed from Endurance Technologies Private Limited to Endurance Technologies Limited.

The Company is a public limited company incorporated and domiciled in India. The address of its registered office K-228, MIDC Industrial area, Waluj, Aurangabad, Maharashtra - 431136, India.

The condensed consolidated financial statements were approved by the Board of Directors and authorised for issue on August 26, 2016.

2 Significant Accounting Policies

2.01 Statement of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Group has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016. Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at June 30, 2016, March 31, 2016 and April 1, 2015 and of the comprehensive net income for the period ended June 30, 2016 and June 30, 2015.

These financial statements have been prepared in accordance with Ind AS 34 Interim Financial Reporting as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

2.02 Basis of preparation and presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.03 Basis of consolidation

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over the entity. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Subsidiaries are consolidated from the date control commences until the date control ceases.

The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances except where stated otherwise. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IND ASs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IND AS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

The following subsidiary companies are considered in the Consolidated Financial Statements:

Name of the Company	Country of Incorporation or Residence	Voting Power %			
		As at 30th June, 2016	As at 31st March, 2016	As at 30th June, 2015	As at 1st April, 2015
Endurance Overseas S.r.l (EOSRL)*	Italy	100%	100%	95%	95%
Endurance Fondalmec S.p.A.	Italy	100%	100%	100%	100%
Endurance Engineering S.r.l	Italy	100%	100%	100%	100%
Endurance F.O.A. S.p.A.	Italy	100%	100%	100%	100%
Endurance Amann GmbH	Germany	100%	100%	100%	100%

2.04 Business combinations

The Company accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognized as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under the common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

2.05 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 2.04 above) less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

2.06 Use of estimates

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of IND AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, useful lives of property, plant and equipment and valuation of deferred tax assets and provisions and contingent liabilities.

Impairment of Goodwill

The Group estimate the value in use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows were developed using internal forecasts. The discount rate used for the CGU's represented the weighted- average cost of capital based on the historical market returns of comparable companies.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2.13

Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

2.07 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

1. **Sale of goods** - Revenue from the sale of goods is recognized when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:
• the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
• the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
• the amount of revenue can be measured reliably;
• it is probable that the economic benefits associated with the transaction will flow to the Company; and
• the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from operation includes Excise Duty but excludes Sales Tax and Value Added Tax.

2. Job-work revenues are accounted as and when the services are rendered.

3. Benefit on account of entitlement of import of goods free of duty under the "Duty Entitlement Pass Book under Duty exemption Scheme" (DEPB Scheme) is accounted in the year of export.

4. Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.08 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating Lease

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term. Operating lease payments are recognized as an expense on a straight-line basis over the lease term.

Finance Lease

Assets held under finance leases are initially recognized as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

2.09 Foreign Currencies

The functional currency of the Company is the Indian Rupee whereas the functional currency of foreign subsidiaries is the Euro.

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss.

Assets and liabilities of entities with functional currency other than presentation currency have been translated to the presentation currency using exchange rates prevailing on the balance sheet date. Statement of profit or loss have been translated using average exchange rates. Translation adjustments have been reported as foreign currency translation reserve in the statement of changes in equity.

2.10 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

2.11 Government Grants and Export Incentive

(i) Government grants in respect to manufacturing units located in developing regions

The Company is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Company accounts for its entitlements on accrual basis on approval of the initial claim by the relevant authorities.

(ii) Government grants in respect of additional Capital Expenditure

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets is accounted for as deferred income. The grant is recognized as income over the life of a depreciable asset by accounting deferred income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

(iii) Export Benefits

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

(iv) Government Grant in respect of Loan

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

2.12 Employee benefits

1. Defined Contribution Plan:

Provident Fund: The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employee's salary. The contributions as specified under the law are paid to the Central Government Provident Fund and the Family Pension Fund and the same is charged to the Consolidated Statement of Profit and Loss of the year when the contributions to the respective funds are due and when services are rendered by the employees.

2. Defined Benefit Plan:

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

(i) Gratuity: The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. For the employees of specified grades, 30 days salary is payable upon completion of 10 years of service. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation. The Company has taken a Group Gratuity cum Life Assurance Scheme with LIC of India for future payment of gratuity to the eligible employees.

(ii) Compensated Absences: The Company provides for the encashment of compensated absences with pay subject to certain rules. The employees are entitled to accumulate compensated absences subject to certain limits, for future encashment. Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefits and the accumulated leave expected to be carried forward beyond twelve month is treated as long-term employee benefits which are provided based on the number of days of un utilised compensated absence on the basis of an independent actuarial valuation. The Company has taken a policy with LIC of India for future payment of compensated absences encashment to its employees.

2.13 Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current tax:

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit or loss and other comprehensive income/statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

The current income tax expense for overseas subsidiaries has been computed based on the tax laws applicable to each subsidiary in the respective jurisdiction in which it operates.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred Incomes taxes:

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

The Group recognises interest levied and penalties related to income tax assessments in income tax expenses.

2.14 Property Plant and Equipment

Property, plant and Equipment are stated at cost of acquisition or construction where cost includes amount added/deducted on revaluation less accumulated depreciation / amortization and impairment loss, if any.

Pre-operative expenses including trial run expenses (net of revenue) are capitalised. All costs relating to the acquisition and installation of fixed assets are capitalised and include borrowing costs relating to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use.

Depreciation on property plant and equipment is provided at the rates determined on straight line method over the useful life estimated by the Management or on the basis of depreciation rates prescribed under respective domestic laws, whichever is higher.

The estimated useful lives and residual values of the Property, Plant & Equipment and Other Intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis

Assets held under finance leases are depreciated over the shorter of the lease term and their useful livers. Depreciation is not recorded on capital work in progress until construction and installation are complete and the asset is ready for its intended use.

For transition to Ind AS, the Group has elected to continue with the carrying value of all the property, plant and equipment recognized as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

2.15 Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.16 Impairment

(i) Financial assets (other than at fair values)

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. IND AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(ii) Non-financial assets

(a) Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

(b) Goodwill

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

2.17 Inventories

Inventories of raw materials and components, work-in-progress, stock-in-trade, stores & spares and tools & instruments are valued at the lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is ascertained on a weighted average basis. The cost of work-in-progress and finished goods is determined on absorption cost basis. Excise duty in respect of inventory of finished goods manufactured is shown separately as an item of expense and included in valuation of inventory of finished goods.

2.18 Financial Instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognized in statement of profit and loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments recognized by the Group are recognized at the proceeds received net off direct issue cost.

Reclassification of Financial Assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.19 Earning per share (EPS)

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

2.20 Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated/amortised in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

2.21 Business Segments

Based on the "management approach" as defined in IND AS108, the Chief Operating Decision Marker (CODM) evaluates the group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The Company is engaged mainly in the business of automobile components. Accordingly, information has been presented for geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies. The Company is engaged mainly in the business of automobile components. This in the context of Ind AS 108 on segment reporting is considered to constitute one single reportable primary segment. The Company has disclosed geographical market as its Secondary Segment.

2.22 Cash flow statement

The Cash Flow Statement is prepared by the indirect method set out in Ind AS 7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Company.

2.23 Current / Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized or intended to sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within 12 months after the date of reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting period.

Current assets include the current portion of non-current financial assets.
All other assets are classified as non-current.
A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

Current liabilities include the current portion of long term financial liabilities.
The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets and their realization in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

2.24 Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs, if any, directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

2.25 Fair Value Measurement

Fair value is the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell an asset or transfer the liability takes place either:

- In the principle market for the asset or liability
- In the absence of principle market, in the most advantageous market for the asset or liability.

The principle or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (Unadjusted) Market prices in active markets for incidental assets or liabilities
- Level 2 –Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation Techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers that have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.26 Determination of Fair Value

1) Financial Assets
The fair value of financial assets is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purpose.

2) Non-Derivative financial liabilities
Fair Value, which is determined for disclosure purposes, is calculated based on the present value of future principle and interest cash flows, discounted at the market rate of interest at the reporting date.

3) Investments in Mutual Funds
The fair value of available mutual funds held for trading is determined with reference to their net asset value as at the reporting date and is recorded as other income/expense. The Company invests its surplus funds in mutual funds. These investments have been classified as Fair Value Through Profit and Loss (FVTPL) by the management.

2.27 Dividend
Dividend on share is recorded as liability on the date of approval by the shareholders.

Endurance Technologies Limited
(Formerly Known as Endurance Technologies Private Limited)
Notes forming part of condensed consolidated financial statements

Note 3 Property Plant & Equipment

Rs. million

Particulars	Gross Block					Depreciation/Amortization					Net Block
	As at April 1, 2016	Additions during the period/year	Deductions during the period/year	Translation Adjustment	As at June 30, 2016	As at April 1, 2016	For the period/year	Deductions during the period/year	Translation Adjustment	As at June 30, 2016	As at June 30, 2016
A) TANGIBLE ASSETS											
Freehold Land	746.82	-	-	(0.32)	746.50	-	-	-	-	-	746.50
	(969.55)	(64.21)	(313.43)	(26.49)	(746.82)	-	-		-	-	(746.82)
Buildings	3,625.71	198.54	-	(2.50)	3,821.75	209.26	45.02	-	(0.68)	253.60	3,568.15
	(2,995.35)	(458.25)	(30.09)	(202.20)	(3,625.71)	-	(165.05)		(44.21)	(209.26)	(3,416.45)
Plant & equipments	12,240.59	890.91	100.34	(14.82)	13,016.34	2,607.60	623.31	48.74	(5.70)	3,176.47	9,839.87
	(7,224.07)	(4,332.24)	(187.41)	(871.69)	(12,240.59)	-	(2,088.89)		(518.71)	(2,607.60)	(9,632.99)
Wind Energy Generators	88.55	-	-	-	88.55	21.61	5.39	-	-	27.00	61.55
	(88.55)	-	-	-	(88.55)	-	(21.61)		-	(21.61)	(66.94)
Computer	111.31	7.23	-	(0.09)	118.45	39.65	7.06	-	(0.08)	46.63	71.82
	(63.07)	(41.31)	(0.01)	(6.94)	(111.31)	-	(34.05)		(5.60)	(39.65)	(71.66)
Electrical Fittings	35.79	1.69	-	-	37.48	5.14	1.34	-	-	6.48	31.00
	(19.91)	(16.15)	(0.27)	-	(35.79)	-	(5.14)		-	(5.14)	(30.65)
Vehicles	159.21	2.04	-	(0.14)	161.11	37.76	8.92	-	(0.11)	46.57	114.54
	(104.23)	(48.31)	(4.14)	(10.81)	(159.21)	-	(31.71)		(6.05)	(37.76)	(121.45)
Furniture & Fixtures	129.75	3.27	-	(0.24)	132.78	39.11	4.96	-	(0.22)	43.85	88.93
	(84.46)	(24.83)	(0.30)	(20.76)	(129.75)	-	(20.93)		(18.18)	(39.11)	(90.64)
Office Equipments	70.04	2.59	0.03	-	72.60	19.58	4.53	0.03	-	24.08	48.52
	(48.08)	(21.97)	(0.06)	(0.05)	(70.04)	-	(19.54)		(0.04)	(19.58)	(50.46)
Assets under Finance Lease	155.41	-	-	(0.58)	154.83	60.72	5.66	-	(0.51)	65.87	88.96
	(105.82)	-	-	(49.59)	(155.41)	-	(22.12)		(38.60)	(60.72)	(94.69)
Total - A	**17,363.18**	**1,106.27**	**100.37**	**(18.69)**	**18,350.39**	**3,040.43**	**706.19**	**48.77**	**(7.30)**	**3,690.55**	**14,659.84**
Previous year as at 31.03.2016	**(11,703.09)**	**(5,007.27)**	**(535.71)**	**(1,188.53)**	**(17,363.18)**	**-**	**(2,409.04)**	**-**	**(631.40)**	**(3,040.44)**	**(14,322.74)**
Previous period as at 30.06.2015	**(11,703.09)**	**(550.21)**	**(49.74)**	**(519.65)**	**(12,723.21)**	**-**	**(539.83)**	**-**	**(480.31)**	**(1,020.14)**	**(11,703.07)**
B) INTANGIBLE ASSETS (Other than internally generated)											
Technical know-how	55.25	-	-	-	55.25	17.13	4.33	-	-	21.46	33.79
	(45.76)	(9.50)	-	-	(55.26)	-	(17.13)		-	(17.13)	(38.13)
Software	81.44	6.69	-	(0.05)	88.08	42.84	5.75	-	(0.04)	48.55	39.53
	(28.88)	(39.13)	-	(13.48)	(81.49)	-	(30.15)		(12.74)	(42.89)	(38.60)
Total - B	**136.69**	**6.69**	**-**	**(0.05)**	**143.33**	**59.97**	**10.08**	**-**	**(0.04)**	**70.01**	**73.33**
Previous year as at 31.03.2016	**(74.64)**	**(48.63)**	**-**	**(13.48)**	**(136.75)**	**-**	**(47.28)**	**-**	**(12.74)**	**(60.02)**	**(76.73)**
Previous period as at 30.06.2015	**(74.64)**	**(20.00)**	**-**	**(86.99)**	**(181.63)**	**-**	**(8.93)**		**(98.05)**	**(106.98)**	**(74.65)**
Total - A+B	**17,499.87**	**1,112.96**	**100.37**	**(18.74)**	**18,493.72**	**3,100.40**	**716.27**	**48.77**	**(7.34)**	**3,760.56**	**14,733.17**
Previous year as at 31.03.2016	**(11,777.73)**	**(5,055.90)**	**(535.71)**	**(1,202.01)**	**(17,499.93)**	**-**	**(2,456.32)**	**-**	**(644.14)**	**(3,100.46)**	**(14,399.47)**
Previous period as at 30.06.2015	**(11,777.73)**	**(570.21)**	**(49.74)**	**(606.64)**	**(12,904.84)**	**-**	**(548.76)**	**-**	**(578.36)**	**(1,127.12)**	**(11,777.72)**

-

Notes :

i) Building includes premises on joint ownership basis in a Co-operative Society Rs. 3.25 Mn including cost of shares therein Rs.63/-.

ii) Gross block of Property, plant & equipment includes Buildings, Electrical Fittings and Furniture and Fixtures having Gross Block of Rs 15.51 Mn, Rs 0.89 Mn and Rs 0.78 Mn (31st March 2016 Rs. 15.51 Mn, Rs 0.89 Mn and Rs 0.78 Mn) and Net Block of Rs 15.44 Mn, Rs 0.84 Mn and Rs 0.74 Mn (31st March 2016Rs. 15.51 Mn, Rs 0.89 Mn and Rs 0.78 Mn) respectively, ownership of which does not vest in the company.

iii) Freehold land includes land procured from Karnataka Industrial Areas Development Board(KIADB) on lease-cum-sale agreement. As per the terms of the agreement, land will be transferred in the name of the Company after expiry of ten years.

iv) Depreciation for the period includes depreciation of Rs. 32.31 Mn (31st March, 2016 Rs. 24.59 Mn, 30th June, 2015 nil) on plant & machinery which has been transferred to product development expenditure lying in intangible assets under development.

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Notes forming part of the condensed consolidated financial statements

Note 4 Non Current Investments

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Non Current *			
Other Investment (unquoted)			
Saraswat Co-op Bank Ltd	-	-	0.04
[Nil (March 31, 2016 Nil , April 01, 2015 3,500) equity shares of Rs 10 each]			
Marathwada Auto Cluster	10.00	10.00	10.00
[10,000 (March 31, 2016 10,000, April 01, 2015 10,000 shares of Rs 100 each]			
National Savings Certificates	0.09	0.09	0.11
Investments in Government or trust securities	0.05	0.05	0.04
Total	**10.14**	**10.14**	**10.19**
II. Quoted Investments			
Indian Overseas Bank	0.06	0.07	0.06
[2,300 (March 31, 2016 - 2,300, April 01, 2015 - 2,300) Equity Shares of Rs 10 each]			
Total	**0.06**	**0.07**	**0.06**
Total Investment	**10.20**	**10.21**	**10.25**
Aggregate book value of quoted investments	**0.06**	**0.07**	**0.06**
Aggregate market value of the quoted investments	**0.06**	**0.07**	**0.06**
Aggregate amount of unquoted investments	**10.14**	**10.14**	**10.19**

*** Refer note 36 for determination of their fair value**

Note 4A: Current Investments

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Investments in Mutual Funds* (Unquoted)			
i) ICICI Prudential Fund-Flexible Income Plan- Direct Growth 446,974.67 units (March 31, 2016 446,974.67 units, April 01, 2015 Nil units)	131.01	131.14	-
ii) ICICI Prudential Liquid Plan-Direct Growth Nil units (March 31, 2016 525,496.161 units, April 01, 2015 Nil units)	-	115.00	-
iii) Birla Sun Life Cash Plus-Growth-Direct Plan 676,041.920 units (March 31, 2016 926,777.816 units, April 01, 2015 Nil units)	167.85	225.50	-
Total Current Investments	**298.86**	**471.64**	**-**

*** Refer note 36 for determination of their fair value**

Endurance Technologies Limited

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Notes forming part of the condensed consolidated financial statements

Note 5 Other non current financial assets

(Unsecured, considered good unless otherwise stated) **Rs. in million**

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Security deposits	51.68	46.38	40.64
b) Deposits with bank under lien	-	-	9.50
c) Foreign currency derrivative assets	80.46	88.94	132.11
d) Deposits under protest#	100.00	100.00	-
TOTAL	**232.14**	**235.32**	**182.25**

Hon'ble National Green Tribunal has directed Company to deposit Rs. 100 million based on the initial report of M.S. University, Baroda for alleged inappropriate discharge of industrial effluents. Based upon MPCB claim submission, NGT vide order dated July 08, 2016 instructed to refund Rs 70 million against the deposit given, which was duly received on July 28, 2016.

Note 5A Other current financial assets

(Unsecured, considered good unless otherwise stated) **Rs. in million**

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Loans and advances to employees	19.86	17.23	14.59
b) Interest accrued on deposits, loans and advances	2.15	1.20	6.41
TOTAL	**22.01**	**18.43**	**21.00**

Note 6 Other non-current assets

(Unsecured, considered good unless otherwise stated) **Rs. in million**

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Capital advances	323.40	635.36	654.75
b) Other advances	148.93	142.77	106.71
c) Prepayments	5.26	6.77	8.91
d) Lease Prepayments	1,434.51	1,439.16	1,446.01
e) Taxes paid in advance less provision (current tax)	10.97	10.97	48.68
f) Sales tax/ VAT receivable	11.33	11.14	16.60
g) Government grant receivable	65.36	69.41	-
TOTAL	**1,999.76**	**2,315.58**	**2,281.66**

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Notes forming part of the condensed consolidated financial statements

Note 6 A Other current assets

(Unsecured, considered good unless otherwise stated) **Rs. in million**

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Advances to suppliers	392.21	351.34	312.16
(b) Prepayments	113.43	107.20	100.44
(c) Current portion of Lease Prepayments	18.62	18.62	18.62
(d) Receivables on sale of property plant and equipment	2.04	10.26	4.37
(e) Government incentive receivable	-	80.56	119.37
(f) Balance with Central excise, Customs, port trust etc.	375.53	560.38	621.93
(g) Others (Export incentives, Government grants, Wind power receivables and other receivable)*	131.91	86.79	98.50
TOTAL	1,033.74	1,215.15	1,275.39

*Includes amount of Rs. 4.52 million (March 31, 2016 Rs. 4.73 million, April 1, 2015 Rs. 6.20 million) paid to various regulatory authorities under protest.

Note 7 Inventories

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Raw materials	1,063.88	873.04	1,044.60
b) Work-in-progress	1,519.14	1,347.47	1,166.02
c) Finished goods (other than those acquired for trading)	1,454.01	1,305.56	1,188.58
d) Stock-in-trade of goods (acquired for trading)	18.35	14.83	7.93
e) Stores, spares and packing material	500.30	483.10	396.75
f) Loose tools and instruments	47.12	43.00	53.90
TOTAL	4,602.80	4,067.00	3,857.78

Included above, Goods-in-transit in respect to			
i) Raw materials	266.33	124.24	230.53
ii) Finished goods (other than those acquired for trading)	521.93	420.80	417.43
TOTAL	788.26	545.04	647.96

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Notes forming part of the condensed consolidated financial statements

Note 8 Trade receivables

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Trade receivables			
Considered good	8,085.59	5,927.87	5,787.34
Considered Doubtful	29.23	29.25	51.23
Less: Allowance for Credit Losses	(29.23)	(29.25)	(51.23)
TOTAL	**8,085.59**	**5,927.87**	**5,787.34**

Notes:

1. Trade receivables are dues in respect of goods sold or services rendered in the normal course of business.
2. The normal credit period allowed by the Company ranges from 30 to 45 days.
3. No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further, no trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or member.

Note 9 Cash and Bank Balances

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Cash in hand	2.20	1.92	2.21
(b) Cheques on hand	-	0.40	1.38
(c) Balance with banks:			
In Current Account	2,138.08	1,653.23	896.46
Other bank balances (in earmarked accounts)			
Balance held as margin money against borrowings*	18.66	18.66	36.39
TOTAL	2,158.94	1,674.21	936.44
Cash and Cash equivalent considered for cash flow purpose			
Cash in hand	2.20	1.92	2.21
Cheques in hand	-	0.40	1.38
Balance in current accounts	2,138.08	1,653.23	896.46
TOTAL	2,140.28	1,655.55	900.05

* Represents margin money amounting to Rs. 18.66 million as at June 30, 2016 (March 31, 2016 Rs.18.66 million; April 1, 2015 Rs. 36.39 million) against various guarantees and Letter of credit issued by bank on behalf of the Company. These deposits are not available for use by the Company as the same is in the nature of restricted cash.

Endurance Technologies Limited
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Notes forming part of the condensed financial statements

Note 10 Share capital

Rs. in million

Particulars	As at June 30, 2016		As at March 31, 2016		As at 01 April, 2015	
	No. of shares	**Amount**	**No. of shares**	**Amount**	**No. of shares**	**Amount**
A Authorised, issued, subscribed and paid-up share capital						
Authorised:						
Equity shares of Rs 10 each (Refer note C (iii)) (previous year Rs 4 each)	165,000,000	1,650.00	216,250,000	865.00	216,250,000	865.00
Redeemable preference shares (Refer note C (iii)) (previous year Rs 10 each)	-	-	2,000,000	20.00	2,000,000	20.00
Total		**1,650.00**		**885.00**		**885.00**
Issued, subscribed & fully paid up:						
Equity shares of Rs 10 each (Refer note C (iii)) (previous year Rs 4 each)	140,662,848	1,406.63	43,957,140	175.83	43,957,140	175.83
Total		**1,406.63**		**175.83**		**175.83**

B Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period / year:

Particulars	As at June 30, 2016		As at March 31, 2016		As at 01 April, 2015	
	No. of shares	**Amount**	**No. of shares**	**Amount**	**No. of shares**	**Amount**
No of shares outstanding at the beginning of the year/period						
- Equity shares (Refer note C(iii))	17,582,856	175.83	43,957,140	175.83	43,957,140	175.83
Add: Additional shares issued during the year/period						
- Bonus equity shares (Refer note C(iii))	123,079,992	1,230.80	-	-	-	-
Less: Shares bought back/redeemed during the year/period						
- Equity shares	-	-	-	-	-	-
No of shares outstanding at the end of the year/period						
- Equity shares	**140,662,848**	**1,406.63**	**43,957,140**	**175.83**	**43,957,140**	**175.83**

C Notes

i) Details of shares held by each shareholder holding more than 5% shares in the Company are as follows:

	No of shares as at June 30, 2016	%	No of shares as at March 31, 2016	%	No of shares as at April 01, 2015	%
Equity shares:						
1 Mr. Naresh Chandra##	16,910,000	12.02	4,500,100	10.24	4,500,100	10.24
2 Mrs. Suman Jain#	16,890,000	12.01	5,502,750	12.52	5,502,750	12.52
3 Mr. Anurang Jain	59,266,320	42.13	26,412,400	60.09	26,412,400	60.09
4 Actis Components & System Investments Ltd	19,295,968	13.72	6,029,990	13.72	6,029,990	13.72
5 Mr. Anurang Jain*	28,300,000	20.12	-	-	-	-

Held by Mr. Naresh Chandra in his capacity as the family trustee of Anurang Rhea Trust ("Anurang Rhea Trust"). The Anurang Rhea Trust is a private family trust settled by Mrs. Suman Jain, pursuant to a deed of settlement dated June 15, 2016 (the "Anurang Rhea Trust Deed"). The trustees of the Anurang Rhea Trust are Mr. Naresh Chandra, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rhea Trust Deed, Mr. Naresh Chandra shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

Held by Mrs. Suman Jain in her capacity as the family trustee of NC Trust ("NC Trust"). The NC Trust is a private family trust settled by Mr. Naresh Chandra, pursuant to a deed of settlement dated June 15, 2016 (the "NC Trust Deed"). The trustees of the NC Trust are Mrs. Suman Jain, as the family trustee, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the NC Trust Deed, Mrs. Suman Jain shall, as long as she is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

* Held by Mr. Anurang Jain in his capacity as the family trustee of Anurang Rohan Trust ("Anurang Rohan Trust"). The Anurang Rohan Trust is a private family trust, settled by Mr. Anurang Jain, pursuant to a deed of settlement dated June 11, 2016 as amended by a deed of amendment dated June 23, 2016 (the "Anurang Rohan Trust Deed"). The trustees of the Anurang Rohan Trust are Mr. Anurang Jain and Mrs. Varsha Jain, as the family trustees, and Kotak Mahindra Trusteeship Services Limited, as the managing trustee. Pursuant to the Anurang Rohan Trust Deed, Mr. Anurang Jain shall, as long as he is acting as the family trustee, exclusively exercise voting rights in respect of these Equity Shares.

ii) The Company has only one class of equity shares. Each holder of equity share is entitled to one vote per share held. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets after deducting all its liabilities in proportion to the number of equity shares held.

iii) Pursuant to the approval of the members at the Extra ordinary general meeting of the Company held on May 18, 2016 for consolidation of the Equity shares of the Company, 2.5 Equity shares of face value of Rs.4 each was consolidated to 1 Equity share of Rs.10 each. The effective date for the said consolidation was May 18, 2016, resulting in 86,500,000 equity shares of Rs. 10 each. Further, the authorised share capital of redeemable preference shares has been reclassified into 2,000,000 equity shares of Rs. 10 each. Further, the Company has increased the authorised share capital from Rs. 885.00 million to Rs. 1,650 million vide shareholders approval dated May 18, 2016.

Subsequently, the Company has issued bonus equity shares (123,079,992 equity shares for consideration other than cash) in the ratio of 7:1 (7 bonus equity shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on May 17, 2016 and resolution passed by shareholders at the Extraordinary General Meeting held on May 18, 2016 through capitalization of the Capital redemption reserve and securities premium of Rs. 1,230.80 million. These equity shares have been allotted on May 29, 2016.

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Notes forming part of the condensed financial statements

Note 10 A Other equity

Rs. in million

	Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a)	**Capital redemption reserve**			
	Balance at the beginning of the year/period	23.21	23.21	23.21
	Less: Utilised on account of issue of bonus shares	(23.21)	-	-
	Balance at the end of the year/period	-	23.21	23.21
(b)	**Securities premium account:**			
	Balance at the beginning of the year/period	1,367.99	1,367.99	1,367.99
	Less: Utilised on account of issue of bonus shares	(1,207.59)	-	-
	Balance at the end of the year/period	160.40	1,367.99	1,367.99
(c)	**Capital subsidy**			
	Balance at the beginning of the year/period	17.50	14.50	14.50
	Received during the year	-	3.00	-
	Balance at the end of the year/period	17.50	17.50	14.50
(d)	**Capital reserve**			
	Balance at the beginning and end of the year/period	209.32	209.32	209.32
(e)	**Foreign currency translation reserve**			
	Balance at the beginning of the year/period	435.05	-	(113.73)
	Add : Exchange differences arising on translating the foreign operation	(3.91)	435.05	113.73
	Balance at the end of the year/period	431.14	435.05	-
(f)	**General reserve**			
	Balance at the beginning/end of the year/period	1,193.98	1,193.98	1,193.98
(g)	**Surplus in Statement of Profit and Loss:**			
	Balance at the beginning of the year/period	11,080.76	8,588.13	8,508.34
	Add:			
	Profit for the year/period	823.17	3,005.08	-
	Less:			
	Acquistion of non controlling interest in subsidiary	-	(216.19)	-
	Dividend	-	(246.16)	-
	Tax on dividend	-	(50.10)	-
	Ind AS transition adjustment	-	-	79.79
	Balance at the end of the year/period	11,903.93	11,080.76	8,588.13
	TOTAL	**13,916.27**	**14,327.81**	**11,397.13**

(i) Component of other Comprehensive Income (OCI)

The disaggregation of changes to OCI, net of tax impact (as part of retained earnings in statement of changes in equity) is shown below :

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016
Re measurement of denfined benefit plan	(12.59)	1.12
Income tax effect	4.16	(0.37)
Exchange differences in translating the financial statements of foreign operations	(3.91)	435.05
TOTAL	**(12.34)**	**435.80**

Note 10 B Non-controlling interests

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Balance at the beginning of the year/period	-	107.12	107.12
Share of profit for the year	-	10.87	-
Exchange gain/loss	-	12.46	-
Acquisition of minority interest	-	(130.45)	-
Balance at the end of the year/period	-	-	107.12

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Notes forming part of the condensed consolidated financial statements
Note 11 Non Current Borrowings

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Measured at amortised cost			
A. Secured borrowings (refer note 11.01)**:**			
a) Term Loans:			
From Banks	1,630.85	1,520.14	1,437.64
Total Secured borrowings	1,630.85	1,520.14	1,437.64
B. Unsecured borrowings			
a) Term Loans:			
From Banks	891.98	1,024.14	1,074.39
b) Other loans			
(i) Loan from public limited companies	-	121.69	-
(ii) Other Loans - sales tax deferral loan	121.70	223.31	335.18
(iii) Long term maturities of finance lease obligation	759.33	742.69	564.84
(iv) Deferred payment liability	534.35	531.08	666.11
Total Unsecured borrowings	2,307.36	2,642.91	2,640.52
Total Non current borrowings	3,938.21	4,163.05	4,078.16

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Notes forming part of Consolidated Financial Statements

11.01 Details of securities in respect of secured long term/short term borrowing

1 Term Loans from banks/financial institutions including foreign currency term loans & buyers credits for capital assets, secured by equitable mortgage/additional charge/hypothecation of specified immovable/ movable properties, both present and/or future, located at various locations either on pari passu basis or by way of first charge.

2 Working capital facilities of Rs. 3750.00 million (31st March, 2016 Rs 3750.00 million, 1st April, 2015 Rs 3750.00 million) are secured by
a) first pari passu charge on both present and/or future current assets, book debts and receivable,
b) second pari passu charge on, both present and/or future movable fixed assets,
c) second pari pasu charge (subject to charge in favour of term lenders) on identified immovable properties of the Company.

3 Loan from Bank taken by foreign subsidiary is secured by first legal charge on certain fixed assets.

11.02 Maturity profile

Rs. in million

Particulars	Term Loan from banks	Loans from Public Limited Companies	Sales Tax Deferral Loan	Deferred Payment Liability	Total
Current Maturities (July to June)					
2016-17	1,465.09	365.03	99.20	168.75	2,098.07
Non current Maturities (July to June)					
2017-18	1,102.81	-	68.86	178.12	1,349.79
2018-19	775.19	-	22.92	178.12	976.23
2019-20	349.11	-	16.54	178.11	543.76
2020-21	141.13	-	10.06	-	151.19
2021-22	154.59	-	3.32	-	157.91
Total	2,522.83	-	121.70	534.35	3,178.88
Long term maturities of finance lease obligation					759.33
Total	**2,522.83**	**-**	**121.70**	**534.35**	**3,938.21**

Notes forming part of the condensed consolidated financial statements

Note 12 Other non current financial liabilities

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Security deposits received from dealers	23.77	23.40	21.81
b) Retention money	4.54	4.54	6.63
c) Deferred government grants	65.36	69.41	-
TOTAL	**93.67**	**97.35**	**28.44**

Note 12 A Other current financial liabilities

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Current maturities of long-term debt (Refer Note 11.02)	2,098.07	2,094.39	1,927.20
b) Current maturities of finance lease obligation (Refer Note 11.02)	194.25	198.31	134.75
c) Interest accrued but not due on borrowings	12.06	15.00	12.88
d) Interest accrued and due on borrowings	9.50	2.30	1.21
e) Payables on purchase of property, plant and equipment	418.61	985.52	603.67
TOTAL	**2,732.49**	**3,295.52**	**2,679.71**

Note 13 Non current provisions

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
(a) Provision for employee benefits			
i) Provision for compensated absences	79.70	71.57	67.87
ii) Provision for gratuity	158.61	135.92	125.28
iii) Provision for employee severance indemnity	151.78	149.30	132.56
(b) Other Provisions			
Warranty (Refer note 13.01 below)	14.84	17.92	11.80
TOTAL	**404.93**	**374.71**	**337.51**

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Notes forming part of the condensed consolidated financial statements
Note 13A Current provisions

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a) Provision for employee benefits			
i) Provision for compensated absences	19.67	15.96	12.66
ii) Provision for gratuity	36.68	35.34	24.88
iii) Provision for employee separation cost	3.62	3.85	4.30
b) Other Provisions			
Warranty (Refer note 13.01 below)	37.86	36.76	28.70
c) Provision for estimated losses on derivatives	0.64	1.00	2.37
TOTAL	**98.47**	**92.91**	**72.91**

13.01 Details of movement in warranty (refer note 13 (b) and 13A (b)

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Balance at the beginning of the period/year	54.68	40.50	45.83
Additional provisions recognised	10.21	42.21	-
Amounts used (i.e. incurred and charged against the provision) during the period)	8.52	32.29	-
Unwinding of discount and effect of changes in the discount rate	(3.67)	4.26	5.33
Balance at the end of the period/year	52.70	54.68	40.50

Provision for warranties: The Company gives warranties on certain products from the date of sale, for their satisfactory performance during the warranty period as per the contracts with buyers. Provision for warranty claims arising out of such obligation is made based on such warranty period.

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Notes forming part of the condensed consolidated financial statements

Note 14 Current borrowings

Rs. in million

Particulars	**As at June 30, 2016**	**As at March 31, 2016**	**As at April 01, 2015**
Measured at amortised cost			
A. Secured Borrowings :			
a) Loans:			
From banks	340.81	525.26	562.36
(Refer note 11.01)			
b) Cash Credit / Working Capital demand loans	10.55	-	30.77
(Refer note 14.01)			
Total Secured Borrowings	351.36	525.26	593.13
B. Unsecured Borrowings			
a) Loans:			
From banks	2,207.94	1,343.81	1,063.67
b) Other Loans			
(i) Commercial paper (Refer note 14.02)	797.42	-	-
Total Unsecured borrowings	3,005.36	1,343.81	1,063.67
Total borrowings carried at amortised Cost	3,356.72	1,869.07	1,656.80

Note 14.01 Details of security provided in respect of short term borrowings:
Cash credits, overdrafts from banks are secured by hypothecation of both present and future stock of inventory and book debts on pari passu basis by way of first charge.

14.02 During the three months ended June 30, 2016, the Company has issued commercial paper to following banks/ financial institution :

Rs. in million

Name of the Bank / Financial institution	Face Value	interest rate	Date of repayment
HDFC Bank	500.00	7.75%	July 12, 2016
HDFC Bank	300.00	7.85%	July 21, 2016
	800.00		

Note 15 Trade payables

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Trade payable for goods & services			
- Total outstanding dues of micro and small enterprises (Refer note 30)	485.27	497.73	446.08
- Total outstanding dues of other than Micro Enterprises and Small Enterprises			
i) Acceptances	-	-	70.63
ii) Other than Acceptances	8,170.54	6,884.82	6,191.87
TOTAL	**8,655.81**	**7,382.55**	**6,708.58**

Note 16 Other current liabilities

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
a. Advances received from customers	385.66	367.25	86.72
b. Income received in advance	2.32	2.89	2.65
c. Statutory remittances (contribution to PF, ESIC, withholding taxes, Excise duty, VAT, Service tax. Etc.)	469.42	382.14	327.65
TOTAL	**857.40**	**752.28**	**417.02**

Note 17 Current Tax Liabilities

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Provision for tax	535.46	294.21	212.87
TOTAL	535.46	294.21	212.87

Endurance Technologies Limited

(Formerly known as Endurance Technologies Private Limited)

Notes forming part of the condensed consolidated financial statements

Note 17 A: Break up of deferred tax (asset)/liability (net):

Rs. in million

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Nature of timing difference			
Deferred tax liabilities			
Others	11.85	10.96	13.97
	11.85	**10.96**	**13.97**
Deferred tax assets			
On difference between book balance and tax balance of Property plant and equipment	57.83	33.77	74.13
Disallowances u/s Sec.40 (a) (ia) of the Income Tax Act, 1961	1.11	1.11	-
Disallowances u/s Sec.43B of the Income Tax Act, 1961	82.83	70.42	91.78
Others	125.17	108.80	58.21
TOTAL	**266.94**	**214.10**	**224.12**
Disclosed by adding up assets/liability of every subsidiary			
Deferred tax liabilities	**11.85**	**10.96**	**13.97**
Deferred tax assets	**266.94**	**214.10**	**224.12**

Endurance Technologies Limited

(Formerly known as Endurance Technologies Private Limited)

Notes forming part of the condensed consolidated financial statements
Note 18 Revenue from Operations

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Revenue from sale of goods	15,152.64	13,376.95
Revenue from rendering of services	10.19	9.95
Other operating income (Refer note 18.01 below)	200.58	249.52
TOTAL	15,363.41	13,636.42

Note 18.01 Other operating revenue comprises

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Other operating revenue comprises;		
Scrap sales	187.47	235.81
Wind power generation	2.88	3.30
Export incentives	10.23	10.41
TOTAL	**200.58**	**249.52**

Endurance Technologies Limited

(Formerly known as Endurance Technologies Private Limited)

Notes forming part of the condensed consolidated financial statements

Note 19 Other Income

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
(a) Interest Income		
i) Bank deposits	0.39	1.37
ii) Other financial assets at amortised cost	1.46	2.73
(b) Other non operating income		
i) Creditors/excess provision written back	0.65	9.97
ii) Government incentive received	-	13.38
iii) Profit on Sale of property, plant and equipment (Net)	43.05	10.84
iv) Miscellaneous income	49.40	63.05
(c) Net gain on foreign currency transactions (other than considered as finance cost)	14.67	14.15
TOTAL	109.62	115.49

Note 20a Cost of materials consumed

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Opening stock	748.80	814.07
Add: Purchases	8,492.01	7,849.74
	9,240.81	8,663.81
Less: Closing stock	816.66	904.48
Cost of materials consumed	8,424.15	7,759.33
Cost of material capitalized	(14.70)	(25.33)
TOTAL	8,409.45	7,734.00

1) The consumption includes excess/shortages on physical count, write off of obsolete items etc.
2) Figures of other components is a balancing figure based on total consumption shown in the Statement of profit and loss.

Endurance Technologies Limited

(Formerly known as Endurance Technologies Private Limited)

Notes forming part of the condensed consolidated financial statements

Note 20b Purchases of stock-in-trade (traded goods)

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Components and spares	24.87	19.79
TOTAL	24.87	19.79

Note 20c Changes in inventories of finished goods, work-in-progress and stock-in-trade

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Inventories at the end of the period:		
Finished goods (other than those acquired for trading)	1,454.01	1,281.58
Work-in-progress	1,519.14	1,385.78
Stock-in-trade of goods (acquired for trading)	18.35	12.89
	2,991.50	2,680.25
Inventories at the beginning of the period:		
Finished goods (other than those acquired for trading)	1,305.56	1,188.58
Work-in-progress	1,347.47	1,166.02
Stock-in-trade of goods (acquired for trading)	14.83	7.93
	2,667.86	2,362.53
Net (increase) / decrease	(323.64)	(317.72)

Endurance Technologies Limited

(Formerly known as Endurance Technologies Private Limited)

Notes forming part of the condensed consolidated financial statements

Note 21 Employee Benefits Expense

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
(a) Salaries and wages, including bonus	1,194.12	1,004.35
(b) Contribution to provident and other funds (Refer Note 30)	41.52	67.02
(c) Staff welfare expenses	185.40	162.00
Less : Expenses capitalized	(16.73)	(2.49)
TOTAL	1,404.31	1,230.88

Note 22 Finance Cost

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
(a) Interest expenses on		
i) Fixed period term loans	43.12	66.39
ii) Others	29.87	40.92
(b) Other borrowing cost		
i) Discounting charges on commercial paper	12.49	6.26
ii) Bank charges	2.41	1.23
(c) Exchange differences regarded as an adjustment to borrowing costs	16.33	20.50
TOTAL	104.22	135.30

Endurance Technologies Limited

(Formerly known as Endurance Technologies Private Limited)

Notes forming part of the condensed consolidated financial statements
Note 23 Other Expenses

Rs. in million

Particulars	For the three months ended June 30, 2016	For the three months ended June 30, 2015
Stores and spares consumed	316.31	255.97
Packing Material Consumed	111.19	80.41
Tools & Instruments Consumed	341.94	241.72
Processing Charges	520.38	469.36
Labour Charges	279.96	221.66
Power, Water & Fuel	571.53	504.09
Rent	42.59	45.08
Repairs and Maintenance:		
Plant and Machinery	308.05	251.46
Building	12.27	13.93
General	43.62	40.14
Insurance	22.31	25.74
Rates & Taxes	5.65	4.48
Travelling & Conveyance	63.80	51.59
Freight	149.80	105.69
Advertisement	4.46	3.96
Donation	-	0.03
Payment to Auditors	7.37	3.16
Directors Fees & Travelling Expenses	4.34	4.08
Impairment allowance on trade receivables	-	1.83
Warranty claims	42.36	39.27
Excise Duty Paid Others	0.35	0.27
Increase/Decrease in Excise Duty on Finished Goods	2.00	2.91
Expenditure on Corporate Social Responsibility	4.50	2.00
Miscellaneous Expenses	192.40	181.11
TOTAL	3,047.18	2,549.94
Less : Expenses capitalized	25.23	49.55
TOTAL	3,021.95	2,500.39

24 Disclosure of goodwill

Rs. in million

Particulars	As at 30th June, 2016	As at 31st March, 2016
Opening balance	1,469.25	1,320.85
Add: Impact of foreign currency translation	(1.73)	148.40
Closing balance	**1,467.52**	**1,469.25**

25 Investments in overseas companies

a. <u>Endurance Amann GmbH, Germany</u>

The total investment of the Company in Endurance Amann GmbH (a wholly owned subsidiary of the Company) as on 30th June, 2016 amounted to Euro 30.94 million (Rs. 1930.74 million) [31st March, 2016 Euro 30.94 million, (Rs. 1930.74 million)].

The Equity of Endurance Amann GmbH amounting to Euro 3.25 million is represented by stock. Euro 0.2 million is held by Endurance Amann GmbH as treasury shares.

In September, 2015, 5% non controlling stake of V&P SrL in EOSRL was acquired by Endurance Amann GmbH for a total consideration of Euro 4.62 million.

b. <u>Endurance Overseas S.r.l, Italy</u>

During the year 2007-08, the Company incorporated a 100% Subsidiary in Italy, named Endurance Overseas Srl (EOSRL). EOSRL further acquired 51% Stake in Fondalmec S.p.A, Italy (Fondalmec) in May, 2007.

During the year 2009-10, EOSRL increased its initial 51% stake in the Fondalmec to 100%. On 2nd December, 2009 EOSRL executed necessary agreement for acquisition of the residual 49% stake in Fondalmec for a total consideration of Euro 14 million, out of which Euro 7 million were paid to the Transferor of shares at the time of transfer of the shares and balance Euro 7 million was to be paid in installments, the last installment was paid in April, 2014.

During the year 2013-14, EOSRL has incorporated wholly owned subsidiary Endurance Engineering Srl (EESRL) by investing Euro 0.10 million as share capital and Euro 1.90 million as contribution to equity reserve. Subsequently in April, 2014 EESRL acquired certain assets and liabilities of Grana S.r.l.

During the year 2014-15, EOSRL acquired Haminoea S.r.l. (Haminoea) (w.e.f. 1st October, 2014) for a total consideration of Euro 9.9 million. Euro 1.65 million were paid at the time of acquisition and the balance amount of Euro 8.25 million is payable in five yearly installments of Euro 1.65 million each.

Haminoea owned the 85% stake in Endurance F.O.A. SpA, Italy (FOA) shares and the 100% stake in Lo.Mec. Lombardore Meccanica S.r.l. (Lo. Mec.), at the time of purchase. EOSRL held 15% of the FOA shares before Haminoea acquisition, as a result of the acquisition of Haminoea, FOA has become subsidiary of ESORL.

Further with effect from 1st January, 2015, assets and liabilities of Lo. Mec were merged with Haminoea and subsequently assets and liabilities of Haminoea were merged with EOSRL.

The Total Investment in EOSRL as at 30th June, 2016 stands at Euro 25.81 million (Rs. 1,705.79 million) [31st March, 2016 Euro 25.81 million (Rs. 1,705.79 million)].

26 Consolidated segment information

The Group is mainly engaged in the business of automobile components. This is in the context of Ind AS 108 'Operating Segments', considered to constitute one single reportable primary segment.

Secondary segment (geographical segment)

Rs. in million

Particulars	For three months ended June 30, 2016	For three months ended June 30, 2015
Revenue		
India	10,341.69	9,499.52
European Countries	4,951.74	4,089.24
Others	179.60	163.15
Total	**15,473.03**	**13,751.91**
Capital Expenditure		
India	786.00	570.78
European Countries	827.83	625.66
Others	-	-
Total	**1,613.83**	**1,196.44**

Rs. in million

Particulars	For three months ended 30th June, 2016	For the year ended31st March, 2016
Segment Assets		
India	18,224.80	16,346.07
European Countries	17,783.11	16,490.18
Others	-	-
Total	**36,007.91**	**32,836.25**

27 Contingent Liabilities (to the extent not provided for)

Rs. in million

	Particulars	As at 30th June, 2016	As at 31st March, 2016	As at 01st April, 2015
a)	Outstanding letters of credit	313.67	296.76	257.87
b)	Guarantees given by Company's bankers	199.00	165.71	165.71
c)	Standby letter of Credit given by Company's bankers	2.67	3.11	3.11
d)	Disputed excise demand#	47.62	42.85	42.85
e)	Service tax matters#	17.01	26.29	26.29
f)	Sales tax matters#	88.90	84.31	84.31
g)	Income tax matters#	139.07	57.36	57.36
h)	Employee related disputes #	24.75	23.75	23.75
i)	Environment pollution control matters**	26.57	26.57	-
j)	EOSRL's dispute with Italian tax authorities relating to registration taxes paid for acquisition of	33.77	33.81	-
k)	Claim for joint liabiity on labour related litigation by subcontractors' employee related to EOSRL	1.00	-	-
	Total	**894.03**	**760.52**	**661.25**

Future cash outflows, if any, in respect of these matters are determinable only on receipt of judgments / decisions pending at various stages before the appellate authorities. The management is of the opinion that the matters would be resolved in favour of the Company.

** Hon'ble National Green Tribunal has directed Company to deposit Rs. 100 Mn based on the initial report of M.S. University, Baroda for alleged inappropriate discharge of industrial effluents. Based upon MPCB claim submission, NGT vide order dated 8th July, 2016 instructed to refund Rs 70 million against the deposit given, which was duly received on 28th July, 2016.

28 Commitments

Rs. in million

	Particulars	As at 30th June, 2016	As at 31st March, 2016	As at 01st April, 2015
a)	Estimated amount of contracts remaining to be executed on capital account and not provided for:	1,268.56	1,479.78	1503.62
b)	Other commitments	2,867.69	1,256.46	2913.54
	Total	**4,136.25**	**2,736.24**	**4417.16**

29 Import of capital goods under EPCG Scheme

The Company has imported capital goods under the Export Promotion Capital Goods Scheme (EPCG) of the Government of India, at concessional rates of duty on an undertaking to fulfill quantified future export obligations aggregating to Rs.1714.88 million (31st March, 2016 Rs. 930.92 million, 1st April, 2015 Rs 1,665.95 million). Non fulfilment of such future obligations, entails options/rights to the Government to confiscate the capital goods imported under the said licenses and levy other penalties under the above referred scheme.

30 Employee Benefits

a) Defined contribution plan:

Rs. in million

Particulars	For three months ended 30th June, 2016	For the year ended 31st March, 2016	For three months ended 30th June, 2015
Employers contribution to provident fund/pension fund	26.61	93.41	22.64
Employers contribution to superannuation fund	2.59	9.17	2.28
Employers contribution to ESIC	0.73	3.18	0.91
Total	**29.93**	**105.76**	**25.83**

Note : Above contributions are included in the contribution to provident and other funds (Refer note 21).

b) Defined benefit plan:

The present value of the obligation under such defined benefit paln is determined based on an acturial valuation as at the reporting date using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit. The obligation are measured at the present value of the estimated furture cash flows. The Company provides for its liability towards gratuity as per actuarial valuation The present value of accrued gratuity is provided in the books of account after reducing the fund value with Life Insurance Corporation of India

c) Employees severance indemnity :

The actuarial evaluation of Retirement Indemnity fund is made according to the “accrued benefit” methodology by means of the Projected Unit Credit Method. Such methodology is substantiated by evaluations accounting for current average value of pension bonds accrued on the basis of the worker’s service until the time when that evaluation is made.

d) Reconciliation of benefit obligation:

Rs. in million

Particulars	As at 30th June, 2016		As at 31st March, 2016		As at 30th June, 2015	
	Foreign Employees Severance Indemnity	Domestic Gratuity	Foreign Employees Severance Indemnity	Domestic Gratuity	Foreign Employees Severance Indemnity	Domestic Gratuity
Liability at the beginning of the period / year	149.30	297.23	132.56	212.72	132.56	212.72
Interest cost	-	5.64	1.44	16.31	-	4.13
Past service cost	-	-	-	41.84	-	38.93
Current service cost	2.67	8.35	13.65	34.80	-	8.70
Benefit paid	-	(0.61)	(13.47)	(7.32)	(1.04)	(1.52)
Actuarial (gain) / loss on obligations	-	12.59	0.16	(1.12)	-	(4.38)
Exchange variation	(0.19)	-	14.96	-	7.23	-
Liability at the end of the period / year	**151.78**	**323.20**	**149.30**	**297.23**	**138.75**	**258.58**

e) Reconciliation of fair value of plan assets:

Rs. in million

Particulars	As at 30th June, 2016	As at 31st March, 2016	As at 30th June, 2015
	Domestic	Domestic	Domestic
Fair value of plan assets at the beginning of the period / year	125.97	62.56	62.56
Expected return on plan assets	2.39	7.13	1.21
Contributions	-	65.02	-
Benefit paid	(0.61)	(7.32)	(1.52)
Actuarial gain / (loss) on obligations	0.16	(1.42)	0.60
Fair value of plan assets at the end of the period/ year	**127.90**	**125.97**	**62.84**
Total actuarial gain / (loss) to be recognised	**2.55**	**5.71**	**1.80**

f) Amount to be recognized in balance sheet:

Rs. in million

Particulars	As at 30th June, 2016		As at 31st March, 2016		As at 30th June, 2015	
	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic
	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity
Liability at the end of the period / year	151.78	323.20	149.30	297.23	138.75	258.58
Fair value of plan assets at the end of the period / year	-	127.90	-	125.97	-	62.84
Amount to be recognised in the balance sheet	151.78	195.30	149.30	171.26	138.75	195.74

g) Expenses recognised in the Statement of Profit and Loss under the head employee benefit expenses:

Rs. in million

Particulars	For three months ended 30th June, 2016	For the year ended 31st March, 2016	For three months ended 30th June, 2015
	Domestic	Domestic	Domestic
Current service cost	8.35	34.80	8.70
Past service cost	-	41.84	38.93
Interest cost	3.25	9.18	2.93
Expected return on plan assets	-	-	-
Net actuarial (gain) / loss recognized	-	-	-
Expenses recognized in Statement of Profit and Loss	11.60	85.82	50.56

h) In respect of funded benefits with respect to gratuity, the fair value of plan assets represents the amounts invested through "Insurer Managed Funds".

i) Remeasurement for the period

Rs. in million

Particulars	For three months ended 30th June, 2016	For the year ended 31st March, 2016	For three months ended 30th June, 2015
	Domestic	Domestic	Domestic
Experience (gain)/ Loss on plan liabilities	12.59	(2.74)	5.51
Demographic (gain)/ loss on plan liabilities	-	(2.62)	-
Financial (gain)/ loss on plan liabilities	-	4.25	(9.89)
Experience (gain)/ loss on plan assets	(0.16)	1.42	(0.60)
Financial (gain)/ loss on plan assets	-	-	-

j) Amount recognised in statement of other comprehensive income (OCI)

Rs. in million

Particulars	For three months ended 30th June, 2016	For the year ended 31st March, 2016	For three months ended 30th June, 2015
	Domestic	Domestic	Domestic
Opening amount recognised in OCI	-	-	-
Remeasurement for the period - Obligation (gain)/ loss	12.59	(1.12)	(4.38)
Remeasurement for the period - plan assets (gain)/ loss	(0.16)	1.42	(0.60)
Total remeasurements cost / (credit) for the period recognised in OCI	12.43	0.31	(4.98)
Closing amount recognised in OCI	12.43	0.31	(4.98)

k) Principal actuarial assumptions:

Rs. in million

Particulars	For three months ended 30th June, 2016		For the year ended 31st March, 2016		For three months ended 30th June, 2015	
	Foreign	Domestic	Foreign	Domestic	Foreign	Domestic
	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity	Employees Severance Indemnity	Gratuity
Discount rate	0.82%	7.60%	0.82%	7.60%	1.14%	8.20%
Rate of return on plan Assets	-	7.60%	-	7.80%	-	7.80%
Salary escalation	1.00%	6.00%	1.00%	6.00%	1.00%	6.00%
Attrition rate	-	8.00%	-	8.00%	-	8.00%

a) The discount rate is based on the prevailing market yields of Government securities as at the balance sheet date for the estimated terms of the obligations.

b) Expected rate of return of plan assets: This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations.

c) Salary escalation rate: The estimates of future salary increases considered taking into the account the inflation, seniority, promotion and other relevant factors.

(d) Disclosure related to indication of effect of the defined benefit plan on the entity’s future cash flows:

Expected benefit payments for the year ending:

Year ending	As at 30th June, 2016	As at 31st March 31, 2016	As at 30th June, 2015
June 30, 2016	-	-	**27.19**
June 30, 2017/March 31, 2017	32.71	32.71	28.38
June 30, 2018/March 31, 2018	31.62	31.62	29.41
June 30, 2019/March 31, 2019	34.37	34.37	32.78
June 30, 2020/March 31, 2020	36.14	36.14	34.36
June 30, 2021/March 31, 2021	39.04	39.04	-
June 30, 2022 to June 30, 2026/March 31, 2022 to March 31, 2026 / June 30, 2021 to June 30, 2025	393.09	393.09	205.74

(e) Weighted Average duration of defined benefit obligation: 10.87 years

(f) Sensitivity anlaysis:

A quantitative sensitivity analysis for significant assumption as at June 30, 2016 is as shown below:

A. Effect of 1 % change in the assumed discount rate	**1% Increase**			**1% Decrease**		
	June 30, 2016	**March 31, 2016**	**June 30, 2015**	**June 30, 2016**	**March 31, 2016**	**June 30, 2015**
1. Effect on DBO	301.30	276.98	278.29	347.97	320.13	241.14

B. Effect of 1 % change in the assumed Salary Escalation Rate	**1% Increase**			**1% Decrease**		
	June 30, 2016	**March 31, 2016**	**June 30, 2015**	**June 30, 2016**	**March 31, 2016**	**June 30, 2015**
1. Effect on DBO	342.61	315.77	274.49	305.59	280.30	244.05

C. Effect of 1 % change in the assumed Withdrawal Rate	**1% Increase**			**1% Decrease**		
	June 30, 2016	**March 31, 2016**	**June 30, 2015**	**June 30, 2016**	**March 31, 2016**	**June 30, 2015**
1. Effect on DBO	325.97	299.29	261.13	320.07	294.91	255.76

*

The sensitivity results above determine their individual impact on Plan's end of year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

Compensated absences:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

Compensated absences charged to Statement of Profit & Loss Rs. 12.98 million (31st March, 2016 Rs. 16.77 million, 30th June, 2015 Rs 2.13 million) and liability as at 30th June, 2016 is Rs. 99.37 million (31st March, 2016 Rs. 87.53 million, 30th June, 2015 Rs 81.87 million).

31 Financial Instruments and Risk Review

Financial Risk Management Framework

The group is exposed primarily to market risk (fluctuations in foreign currency exchange rates and interest rate), credit, liquidity, which may adversely impact the fair value of its financial instruments. The Group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Group.

i) Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Group result in material concentration of credit risk.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 8,349.88 Million, Rs. 6,191.76 Million and Rs. 6,000.78 Million as of June 30, 2016, March 31, 2016 and April 1 2015 respectively, being the total of the carrying amount of balances with trade receivables.

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Group assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Group’s exposure to customers is diversified and some customer contributes more than 10% of outstanding accounts receivable as of June 30, 2016, March 31, 2016 and April 01, 2015, however there was no default on account of those customer in the past. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

Before accepting any new customer, the Group assess the potential customer's credit quality and defines credit limits to customer. Limits and scoring attributed to customers are reviewed on periodic basis.

The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

Movement in the expected credit loss allowance:

Particulars	As at June 30, 2016	As at March 31, 2016	As at April 01, 2015
Balance at the beginning of the year	29.25	51.23	54.51
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	(0.03)	(21.98)	(2.98)
Balance at the end of the year	29.22	29.25	51.53

ii) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Group’s exposure to market risk is primarily on account of foreign currency exchange rate risk

a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, Euro, Great Britain Pound and Japanese Yen against the respective functional currencies of the Group. The Group, as per its risk management policy, uses derivative instruments primarily to hedge foreign exchange.

The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies. The Group uses forward exchange contract, currency swaps to hedge its exposure in foreign currency and interest rates. The information on derivative instruments is as follows.

Rs. in million

Particulars	Currency	As at 30th June, 2016		As at 31st March, 2016		As at 01st April, 2015	
		Foreign Currency	Rupees	Foreign Currency	Rupees	Foreign Currency	Rupees
Details of Forward Exchange Contract, Currency swaps, Currency options :							
Forward Contract - USD-INR	USD	8.20	554.22	8.67	575.28	11.05	691.54
Forward Contract - EUR-INR	EUR	0.83	62.19	1.56	117.21	1.24	83.88
Forward Contract - JPY –INR	JPY	85.00	56.02	45.00	91.40	47.63	7.29
Fixed Currency Swap Euro-INR	EUR	-	-	-	-	1.30	87.76
Fixed Currency Swap USD –INR	USD	7.24	489.50	9.17	608.08	16.88	1056.39
Coupon only Swap USD-INR	USD	4.31	291.60	4.88	323.37	7.13	445.96

Foreign currency exposures that are not hedged by derivative instruments

Rs. in million

Particulars	Currency	As at 30th June, 2016		As at 31st March, 2016		As at 01st April, 2015	
		Foreign Currency	**Rupees**	**Foreign Currency**	**Rupees**	**Foreign Currency**	**Rupees**
Term loans /PCFC/ECB	EURO	0.40	30.00	0.61	45.87	1.05	70.63
	USD	8.39	567.37	9.10	603.77	10.48	656.03
Interest on term loans / Buyer's credit	USD	0.01	0.52	0.01	0.51	0.01	0.87
	EUR	-	-	-	-	0.0003	0.02
Trade receivables	USD	1.44	97.55	2.29	151.62	2.60	162.67
	EURO	0.40	30.26	0.42	31.48	0.68	45.86
Trade payable	USD	0.35	23.77	0.63	41.99	1.95	121.83
	EURO	0.35	26.24	0.62	46.86	0.56	37.73
	GBP	0.00	0.18	0.00	0.47	0.01	0.60
	JPY	1.80	1.19	0.02	0.01	5.35	2.79

32 Earnings per share (EPS)

Rs. in million

	Particulars	**For three months ended 30th June, 2016**	**For three months ended 30th June, 2015**
a)	Earnings for the purpose of basic / diluted earnings per share - Profit after tax (Rs. in million)	831.60	756.74
b)	Weighted number of ordinary shares for the purpose of basic earnings per share (Refer note 3 C (iii))	140,662,848	140,662,848
c)	Weighted number of ordinary shares for the purpose of diluted earnings per share	140,662,848	140,662,848
d)	Nominal value of equity shares Rs.	10.00	10.00
e)	Basic and diluted Earnings Per Share in Rs. (not annualized)	5.91	5.38

Pursuant to Para 64 of Indian accounting standard (Ind AS) 33 – Earnings per share (EPS) requires adjustment of EPS if changes occurs after the reporting period but before the approval of financials statements. Accordingly, the per share calculation for preceding year/period is based on new number of shares.

33 (A) Disclosure in respect of operating lease

a) Assets taken on lease

(i) Total of Present Value

Rs. in million

The total of present value for a period:-	**As at 30th June, 2016**	**As at 31st March, 2016**	**As at 30th June, 2015**
- Not later than 1 year	32.16	31.25	18.51
- Later than 1 year and not later than 5 year	61.78	75.22	63.25
- Later than 5 years	1.26	2.61	3.18

Particulars	**For three months ended 30th June, 2016**	**For the year ended 31st March, 2016**	**For three months ended 30th June, 2015**
Amount charged to the statement of profit and loss for operating lease	20.11	71.72	19.37

b) Assets given on lease

Rs. in million

Particulars	**As at 30th June, 2016**	**As at 31st March, 2016**	**As at 30th June, 2015**
The total of minimum lease payments for a period :-			
- Not later than 1 year	7.04	7.04	7.04
- Later than 1 year and not later than 5 year	2.93	4.69	9.97
- Later than 5 years	-	-	-

General description of the operating lease:

i) In the year 2014-15, Company entered into an operating lease agreement for transfer of its office premises located in Kalyaninagar, Pune (leased

ii) The agreement has been entered by the Company for a period of three years commencing 1st December 2014. The first two years of the agreement remain as lock in period starting 1st December 2014.

iii) The agreement does not provide for any escalation in the lease rentals during the period of the lease.

(B) Disclosure in respect of finance leases:

a) Assets taken on lease

Rs. in million

(i) Total of minimum lease payments	**As at 30th June, 2016**	**As at 31st March, 2016**	**As at 30th June, 2015**
The total of minimum lease payments for a period :-			
- Not later than 1 year	296.92	240.89	183.43
- Later than 1 year and not later than 5 years	576.20	482.17	429.54
- Later than 5 years	367.54	371.24	323.57

Rs. in million

(ii) Total of present value	**As at 30th June, 2016**	**As at 31st March, 2016**	**As at 30th June, 2015**
The total of present value for a period :-			
- Not later than 1 year	194.25	198.31	143.03
- Later than 1 year and not later than 5 years	442.99	426.45	298.71
- Later than 5 years	316.34	316.24	260.85

34 Property purchase contract and lease agreement with purchase option dated 17th December, 2003

Endurance Amann GmbH (erstwhile Amann Druckguss GmbH) had taken over from Amann Druckguss KG as its legal successor in relation to the property purchase contract and lease agreement with purchase option concluded by the latter.

Endurance Amann sold its property in Massenbachhausen, Jahnstr. Sub-plot no. 777/1, with a total surface area of 15,727 m² including a production facility, warehouse and administration building to Alyssum Grundstücksverwaltungsgesellschaft GmbH & Co. Vermietungs-KG,

The deed of conveyance was dated 17th December, 2003; possession, rewards, encumbrances and risks were transferred to the buyer at year-end 2003. The purchase price amounted to EUR 6.00 million plus VAT of EUR 0.98 million and was paid in February 2004.

Also on 17th December, 2003, Endurance Amann entered into a lease agreement with purchase option with the buyer of the property, under which it leases the property back as of 1 January 2004. Endurance Amann has a purchase option once the fixed lease term of 16.5 years expires.

While the annual rent decreases sequentially over the term of the agreement, the tenant loan increases accordingly. The total expense remains constant at EUR 0.62 million p.a. until 31st December, 2013.

After the expiry of the lease term of 16.5 years, the tenant loan will be either repaid to the company under review or offset against the purchase price liability, should the company under review decide to exercise its purchase option.

The purchase option was granted as part of a purchase agreement subject to a condition. This condition is triggered by the holder of the purchase option exercising the option at the end of the rental agreement. If the purchase option is exercised, the purchase price corresponds to the net book value for tax purposes based on straight- line depreciation.

Under these agreements, Josef and Vroni Amann GbR leases the properties in Massenbachhausen, Benzstr 1 and 3 (sub-plot nos. 6759/1 and 6759/3) to the company under review (total surface area: 7,587 m²) including production halls and land improvements. The annual rent amounts to Euro 205,000

The lease agreement expired on 31st December, 2012 and subsequently the same has been renewed for the period of another 6 years from 1st January, 2013 to 31st December, 2018.

The running costs of the property and all maintenance costs excluding structural repairs are borne by the tenant.

35 Related Party disclosures as required by Indian Accounting Standard 24 are annexed.

36 Fair Value

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financials instruments.

Rs. in million

Particulars	Carrying amount			Fair Value		
	June 30, 2016	**March 31, 2016**	**April 01, 2015**	**June 30, 2016**	**March 31, 2016**	**April 01, 2015**
FINANCIAL ASSETS						
Financial assets measured at amortised cost						
(a) Security Deposits	51.68	46.38	40.64	51.68	46.38	40.64
(b) Deposits with bank under lien	-	-	9.50	-	-	9.50
(c) Foreign currency derrivative assets	80.46	88.94	132.11	80.46	88.94	132.11
(d) Deposit under protest	100.00	100.00	-	100.00	100.00	-
(e) Non current investment other than	10.14	10.14	10.19	10.14	10.14	10.19
(f) Trade receivable	8,085.59	5,927.87	5,787.34	8,085.59	5,927.87	5,787.34
(g) Loans to employees	19.86	17.23	14.59	19.86	17.23	14.59
(h) Interest accrued on deposits	2.15	1.20	6.41	2.15	1.20	6.41
(i) Cash and Bank Balance	2,158.94	1,674.21	936.44	2,158.94	1,674.21	936.44
Financial assets measured at fair value through Statement of Profit & Loss						
(a) Current investments	281.32	455.84	-	298.86	471.64	-
(b) Non Current investments quoted	0.06	0.07	0.06	0.06	0.07	0.06
FINANCIAL LIABILITIES						
Financial liabiilities measured at amortised cost						
(a) Non Current Borrowing	3,938.21	4,163.05	4,078.16	3,938.21	4,163.05	4,078.16
(b) Current Borrowing	3,356.72	1,869.07	1,656.80	3,356.72	1,869.07	1,656.80
(c) Security deposits received from dealers	23.77	23.40	21.81	23.77	23.40	21.81
(d) Retention money	4.54	4.54	6.63	4.54	4.54	6.63
(e) Current maturities of long-term debt	2,098.07	2,094.39	1,927.20	2,098.07	2,094.39	1,927.20
(f) Current maturities of long-term finance lease obligation	194.25	198.31	134.75	194.25	198.31	134.75
(g) Interest accrued but not due on borrowings	12.06	15.00	12.88	12.06	15.00	12.88
(h) Interest accrued and due on borrowings	9.50	2.30	1.21	9.50	2.30	1.21
(i) Payables on purchase of property, plant and equipment	418.61	985.52	603.67	418.61	985.52	603.67
(j) Trade Payable	8,655.81	7,382.55	6,708.58	8,655.81	7,382.55	6,708.58

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short - term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company determines fair values of financial assets and financial liabilities by discounting the contractual cash inflows/outflows using prevailing interest rates of financials instruments with similar terms. The initial measurement of financial assets and financial liabilities is at fair value. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all financial assets and liabilities (other than investment in mutual funds) is at amortised cost, using the effective interest method.

Discount rates used in determining fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of the borrower which in case of financial liabilities is the weighted average cost of borrowing of the Company and in case of financial assets is the average market rate of similar credit rated instrument.

The Company maintain policies and procedure to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value of financial assets and liabilities is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The following methods and assumptions were used to estimate fair value:
(a) Fair value of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments.

(b) Fair value of quoted mutual funds is based on the net assets value at the reporting date. The fair value of other financial liabilities as well as other non current financial liabilities is estimated by discounting future cash flow using rate currently applicable for debt on similar terms, credit risk and remaining maturities.

(c) The fair value of the Company’s interest bearing borrowing received are determined using discount rate that reflects the entity's borrowing rate as at the end of the reporting period. The own non performance risk as at the reporting was assessed to be insignificant.

Fair Value Hierarchy
All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: quoted (unadjusted) price is active market for identical assets or labilities

Level 2: Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly

Level 3: Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observable market data

The following table presents our assets and liabilities measured at fair value on recurring basis at June 30, 2016 and March 31, 2016

Particulars	Level 1	Level 2	Level 3
June 30, 2016			
Investment in mutual funds	298.86	-	-
Equity	0.06	-	10.00
March 31, 2016			
Investment in mutual funds	471.64	-	-
Equity	0.07	-	10.00

During the three months ended June 30, 2016, there were no transfer between Level 1 and Level 2 fair value measurement and no transfer into and out of Level 3 fair value measurement.

37 Estimates

The estimates at April 1, 2015 and at March 31, 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies.

38 Industrial Promotion Subsidy

As per Eligibility Certificates (EC) dated 17th October, 2011 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs. 172.77 million under the Package Scheme of Incentives 2007 ('the Scheme') in connection with the 3 plants at Chakan, Pune and as per EC dated 17th October, 2014 eligible for IPS of Rs. 191 million in connection with 6 plants at Waluj, Aurangabad.
Also Company has received EC dated 23rd June, 2015 of Rs. 47.10 million for IPS under the Package Scheme of Incentives 2007 ('the Scheme') in connection with the Plant at K 226/1 & K 227 at Waluj.

In terms of the Scheme and based on the EC received, Company has received sanction letters from Directorate of Industries and accrued income of Rs. nil (31st March, 2016 Rs. 93.94 million, 30th June, 2015 Rs 13.38 million).

39 Capital subsidy

Company has received Rs 3 million capital subsidy for setting up industrial unit at Pantnagar, Uttarakhand State, as an incentivizing to set up its industrial unit in backward areas. The incentive / subsidy is given with reference to the total investments in an undertaking or by way of contribution towards its total capital outlay. No repayment is expected from the subsidy / incentive received in such cases. These should, therefore, be credited directly to shareholders' funds.

40 Deferred government grants :

In case of EOSRL, in the previous year Italian government accorded grant of EUR 924,233 in connection with capital expenditures incurred during the period June, 2014 to March, 2015. This grant will be receivable in the form of tax credits in 3 yearly installments starting from September, 2017. This grant will be recognised in the Consolidated Statement of Profit and Loss on a systematic basis over the useful life of asset. During the period, amount recognised in the statement of profit & loss of EUR 42,656 against above referred grant.

41 Balance with Banks - Current account also includes the cash credit accounts having debit balance at the end of the period ended 30th June, 2016.

42 Subsequent Events

The Board of Directors at its meeting held on June 10, 2016 has recommended an final dividend of Rs. 0.375 per equity share (after consolidating share of Rs. 4 each to Rs.10 each) and the same was approved by the shareholder at the annual general meeting held on August 03, 2016.

43 During the three months period ended 30th June, 2016, the Company has made payments amounting to Rs. 32.62 million towards costs incurred in respect of proposed Initial Public Offering (IPO) and the same has been shown as part of 'Other receivables' under Note 22 Other Current Assets and will be adjusted after completion of the IPO.

44 First time adoption of Ind AS

As stated in note 2 , the financial statements for the year ended March 31, 2017 would be the first annual financial statements prepared in accordance with Ind AS. All interim financials statements are also prepared in compliance with Ind AS.

The adoption was carried out in accordance with Ind AS 101 using Balance sheet as at April 01, 2015 as the transition date. The transition was carried out from Indian GAAP, which was considered as the previous GAAP. All applicable Ind AS have been applied consistently and retrospectively, wherever, required. The resulting difference between the carrying amounts of the assets and liabilities in the financial statements under both Ind AS and Indian GAAP as of the transition date are recognised directly in equity (General Reserve) at the date of transitions to Ind AS.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for the periods ended on or after April 01, 2016, together with the comparative period data as at March 31, 2016 and for the three months ended June 30,2015, as described in the summary of significant accounting policies. In preparing these financial statements, the Company has availed itself of certain exemptions and exceptions in accordance with Ind AS 101.

This note explains the principals adjustment made by the Company in restating its Indian GAAP financials statements, including the opening Balance sheet as at April 01, 2015, the financial statements for the year ended March 31, 2016 and three months ended June 30, 2015.

Exemption from retrospective application:

(a) Business Combinations

Ind AS 103 Business Combinations has not been applied to acquisitions of subsidiaries, which are considered businesses for Ind AS, or of interests in associates and joint ventures that occurred before 1 April 2015. Use of this exemption means that the previous GAAP carrying amounts of assets and liabilities, which are required to be recognised under Ind AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with Ind AS. Assets and liabilities that do not qualify for recognition under Ind AS are excluded from the opening Ind AS statement of financial position. The Group did not recognise or exclude any previously recognised amounts as a result of Ind AS recognition requirements.

The Group has not applied Ind AS 21 retrospectively to fair value adjustments and goodwill from business combinations that occurred before the date of transition to Ind AS. Such fair value adjustments and goodwill are treated as assets and liabilities of the parent rather than as assets and liabilities of the acquiree. Therefore, those assets and liabilities are already expressed in the functional currency of the parent or are non-monetary foreign currency items and no further translation differences occur.

(b) Deemed Cost

The group has elected to continue with the carrying value of all its plant and equipment, and intangible assets recognized as of April 01, 2015 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

(c) Cumulative Translation differences

Cumulative currency translation differences for all foreign operations are deemed to be zero as at 1 April 2015.

Exception to retrospective application

(a) Estimates

The estimates at 1 April 2015 and at March 31, 2015 are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect any differences in accounting policies) apart from the items where application of previous GAAP did not require estimation. Group has elected to apply change in estimates prospectively from the date of transition to Ind AS:

• Provision for doubtful debt
• Product warranty

(b) Government Loans

A first-time adopter shall classify all government loans received as a financial liability or an equity instrument in accordance with Ind AS 32, Financial Instruments: Presentation. A first-time adopter shall apply the requirements in Ind AS 109, Financial Instruments, and Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance, prospectively to government loans existing at the date of transition to Ind AS and shall not recognize the corresponding benefit of the government loan at a below-market rate of interest as a government grant. Group has elected to use its previous GAAP carrying amount of the loan at the date of transition to Ind AS as the carrying amount of the loan in the opening Ind AS Balance Sheet. The requirements of Ind AS 109 shall be applied to the measurement of sales tax loan after the date of transition to Ind AS.

Endurance Technologies Limited
(Formerly known as "Endurance Technologies Private Limited")

Notes Forming part of the Consolidated Financial Statements as on 30th June, 2016

Reconciliation with previous GAAP

Reconciliation of equity as previously reported under Previous GAAP (I GAAP) to Ind AS as at April 01, 2015

Rs. in million

	Particulars	Notes	As on April 01, 2015		
			Previous GAAP	Effect of transition to Ind AS	Ind AS balance sheet
	ASSETS				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	i	13,167.70	(1,464.63)	11,703.07
	(b) Capital work-in-progress		214.58	-	214.58
	(c) Other Intangible assets	ii	251.45	(176.80)	74.65
	(d) Intangible assets under development		1.76	-	1.76
	(e) Goodwill	ii	1,138.96	176.80	1,315.76
	(f) Financial Assets				
	(i) Investments		10.25	-	10.25
	(ii) Other Financial Assets	i, iii (a), vi	50.14	132.11	182.25
	(g) Deferred tax assets (net)	iv	255.56	(31.44)	224.12
	(h) Other non-current assets	i, iii(b)	856.94	1,424.72	2,281.66
	Total Non - Current Assets		**15,947.34**	**60.76**	**16,008.10**
2	**Current assets**				
	(a) Inventories		3,857.78	-	3,857.78
	(b) Financial Assets				
	(i) Investments		-	-	-
	(ii) Trade receivables		5,787.34	-	5,787.34
	(iii) Cash and cash equivalents		936.44	-	936.44
	(iv) Other Financial Assets		21.00	-	21.00
	(c) Other current assets	i, iii (b)	1,280.55	(5.16)	1,275.39
	Total Current Assets		**11,883.11**	**(5.16)**	**11,877.95**
	Total Assets (1+2)		**27,830.45**	**55.60**	**27,886.05**
	EQUITY AND LIABILITIES				
1	**Equity**				
	(a) Equity Share capital		175.83	-	175.83
	(b) Other Equity excluding non-controlling interests	vii	11,203.61	193.52	11,397.13
	Equity attributable to owners of the Company (I)		11,379.44	193.52	11,572.96
	Non-controlling interests (II)		107.12	-	107.12
	Total equity (I+II)		11,486.56	193.52	11,680.08
	LIABILITIES				
2	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	iii (b), vi	4,148.66	(70.50)	4,078.16
	(ii) Other financial liabilities		28.44	-	28.44
	(b) Provisions	v (a)	342.84	(5.33)	337.51
	(c) Deferred tax liabilities (Net)		13.97	-	13.97
	Total Non - Current Liabilities		4,533.91	(75.83)	4,458.08
3	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings		1,656.80	-	1,656.80
	(ii) Trade payables	iii (b)	6,712.08	(3.50)	6,708.58
	(iii) Other financial liabilities	vi	2,586.37	93.34	2,679.71
	(b) Provisions	v (b)	224.84	(151.93)	72.91
	(c) Other current liabilities		417.02	-	417.02
	(d) Current Tax Liabilities (Net)		212.87	-	212.87
	Total Current Liabilities		11,809.98	(62.09)	11,747.89
	Total Equity and Liabilities (1+2+3)		**27,830.45**	**55.60**	**27,886.05**

Reconciliation of equity as previously reported under Previous GAAP (I GAAP) as at March 31, 2016

Rs. in millions

	Particulars	Notes	As on March 31, 2016		
			Previous GAAP	Effect of transition to Ind AS	Ind AS balance sheet
	ASSETS				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	i	15,780.54	(1,457.80)	14,322.74
	(b) Capital work-in-progress		731.63	-	731.63
	(c) Other Intangible assets	ii	230.97	(154.24)	76.73
	(d) Intangible assets under development		86.39	-	86.39
	(e) Goodwill	ii	1,483.12	(13.87)	1,469.25
	(f) Financial Assets				
	(i) Investments	iii (a)	10.20	0.01	10.21
	(ii) Other Financial Assets	i, iii (a), vi	146.38	88.94	235.32
	(f) Deferred tax assets (net)	iv	244.89	(30.79)	214.10
	(g) Other non-current assets	i, iii(b)	882.88	1,432.70	2,315.58
	Total Non - Current Assets		**19,597.00**	**(135.05)**	**19,461.95**
2	**Current assets**				
	(a) Inventories		4,067.01	-	4,067.01
	(b) Financial Assets				
	(i) Investments	iii (a)	455.84	15.80	471.64
	(ii) Trade receivables		5,927.87	-	5,927.87
	(iii) Cash and cash equivalents		1,674.20	-	1,674.20
	(iv) Other Financial Assets		18.43	-	18.43
	(c) Other current assets	i, iii (b)	1,211.25	3.90	1,215.15
	Total Current Assets		**13,354.60**	**19.70**	**13,374.30**
	Total Assets (1+2)		**32,951.60**	**(115.35)**	**32,836.25**
	EQUITY AND LIABILITIES				
1	**Equity**				
	(a) Equity Share capital		175.83	-	175.83
	(b) Other Equity excluding non-controlling interests	vii	14,401.12	(73.31)	14,327.81
	Equity attributable to owners of the Company (I)		14,576.95	(73.31)	14,503.64
	Non-controlling interests (II)		-	-	-
	Total equity (I+II)		14,576.95	(73.31)	14,503.64
	LIABILITIES				
2	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	iii (b), vi	4,195.91	(32.86)	4,163.05
	(ii) Other financial liabilities		97.35	(0.00)	97.35
	(b) Provisions	v (a)	375.78	(1.07)	374.71
	(c) Deferred tax liabilities (Net)		10.96	-	10.96
	Total Non - Current Liabilities		4,680.00	(33.93)	4,646.07
3	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	iii (b), vi	1,869.07	-	1,869.07
	(ii) Trade payables	iii (b)	7,384.28	(1.73)	7,382.55
	(iii) Other financial liabilities	vi	3,233.25	62.27	3,295.52
	(b) Provisions	v (a)	161.55	(68.64)	92.91
	(c) Other current liabilities		752.29	-	752.29
	(d) Current Tax Liabilities (Net)		294.21	-	294.21
	Total Current Liabilities		13,694.65	(8.10)	13,686.55
	Total Equity and Liabilities (1+2+3)		**32,951.60**	**(115.35)**	**32,836.25**

Endurance Technologies Limited
(Formerly known as "Endurance Technologies Private Limited")

Notes Forming part of the Consolidated Financial Statements as on 30th June, 2016

Reconciliation of equity as previously reported under Previous GAAP (I GAAP) as at June 30, 2016

	Particulars	Notes	As on June 30, 2016 Previous GAAP	Effect of transition to Ind AS	Ind AS balance sheet
	ASSETS				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	i	16,112.97	(1,453.13)	14,659.84
	(b) Capital work-in-progress		935.70	-	935.70
	(c) Other Intangible assets	**ii**	215.40	(142.07)	73.33
	(d) Intangible assets under development		160.54	-	160.54
	(e) Goodwill	**ii**	1,481.37	(13.85)	1,467.52
	(f) Financial Assets				
	(i) Investments		10.20	-	10.20
	(ii) Other Financial Assets	i, iii (a), vi	151.68	80.46	232.14
	(f) Deferred tax assets (net)	iv	304.83	(37.89)	266.94
	(g) Other non-current assets	i, iii(b)	569.38	1,430.38	1,999.76
	Total Non - Current Assets		**19,942.07**	**(136.10)**	**19,805.97**
2	**Current assets**				
	(a) Inventories		4,602.80	0.01	4,602.81
	(b) Financial Assets				
	(i) Investments	iii (a)	281.32	17.54	298.86
	(ii) Trade receivables		8,085.59	-	8,085.59
	(iii) Cash and cash equivalents		2,158.94	-	2,158.94
	(iv) Other Financial Assets		22.01	-	22.01
	(c) Other current assets	i, iii (b)	1,030.24	3.49	1,033.73
	Total Current Assets		**16,180.90**	**21.04**	**16,201.94**
	Total Assets (1+2)		**36,122.97**	**(115.06)**	**36,007.91**
	EQUITY AND LIABILITIES				
1	**Equity**				
	(a) Equity Share capital		1,406.63	-	1,406.63
	(b) Other Equity excluding non-controlling interests	vii	13,978.06	(61.79)	13,916.27
	Equity attributable to owners of the Company (I)		15,384.69	(61.79)	15,322.90
	Non-controlling interests (II)		-	-	-
	Total equity (I+II)		15,384.69	(61.79)	15,322.90
	LIABILITIES				
2	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	iii (b), v	3,961.71	(23.50)	3,938.21
	(ii) Other financial liabilities		93.67	0.00	93.67
	(b) Provisions	v (a)	409.67	(4.74)	404.93
	(c) Deferred tax liabilities (Net)		11.85	-	11.85
	Total Non - Current Liabilities		4,476.90	(28.24)	4,448.66
3	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	iii (b), vi	3,359.31	(2.59)	3,356.72
	(ii) Trade payables	iii (b)	8,660.46	(4.65)	8,655.81
	(iii) Other financial liabilities	vi	2,685.07	47.42	2,732.49
	(b) Provisions	v (a)	163.68	(65.21)	98.47
	(c) Other current liabilities		857.40	-	857.40
	(d) Current Tax Liabilities (Net)		535.46	-	535.46
	Total Current Liabilities		16,261.38	(25.03)	16,236.35
	Total Equity and Liabilities (1+2+3)		**36,122.97**	**(115.06)**	**36,007.91**

Reconciliation of Statement of Profit and Loss as previously reported under Previous GAAP (IGAAP) to Ind AS for the three months ended June 30, 2015

Rs. in million

Particulars	Note No.	For the three months ended June 30, 2015		
		Previous GAAP	**Effect of transition to Ind AS**	**Ind AS**
Revenue From Operations	viii	13,681.26	(44.84)	13,636.42
Other Income	ix	124.68	(9.19)	115.49
Total Revenue		13,805.94	(54.03)	13,751.91
Expenses				
Cost of materials consumed	ix (a)	7,745.32	(11.32)	7,734.00
Purchases of stock-in-trade (traded goods)		19.79	-	19.79
Changes in inventories of finished goods, Stock-in -Trade and work-in progress		(317.72)	-	(317.72)
Excise duty on sale of goods		926.23	-	926.23
Employee benefits expense	x	1,235.27	(4.39)	1,230.88
Finance costs	v, vi	128.47	6.83	135.30
Depreciation and amortization expense	xi	575.71	(26.95)	548.76
Other expenses	x, xi	2,529.50	(29.11)	2,500.39
Total expenses		12,842.57	(64.94)	12,777.63
Profit before tax		963.37	10.91	974.28
Tax expense:				
Current tax		234.25	-	234.25
Deferred tax	x	(26.12)	2.62	(23.50)
		208.13	2.62	210.75
Profit for the period		755.24	8.29	763.53
Profit for the period attributable to:				
Owners of the Company		748.45	8.29	756.74
Non controlling interests		6.79	-	6.79
		755.24	8.29	763.53
Other Comprehensive Income (OCI)				
Items that will not be reclassified to profit or loss:				
Remeasurements of defined benefit plans	x	-	(4.38)	(4.38)
Income-tax relating to items that will not be reclassified to profit or loss	x	-	1.45	1.45
Total		**-**	**(2.93)**	**(2.93)**
Items that may be reclassified to profit or loss				
Exchange differences in translating the financial statements of foreign operations		-	207.33	207.33
Total		**-**	**207.33**	**207.33**
Total Comprehensive income for the period		**748.45**	**212.69**	**961.14**

Endurance Technologies Limited
(Formerly known as "Endurance Technologies Private Limited")

Notes Forming part of the Consolidated Financial Statements as on 30th June, 2016

Reconciliation of Statement of Profit and Loss as previously reported under Indian GAAP to Ind AS for the three months ended June 30, 2016

Rs. in million

Particulars	Note No.	For the three months ended June 30, 2016		
		Previous GAAP	**Effect of transition to Ind AS**	**Ind AS**
Revenue From Operations	viii	15,407.73	(44.32)	15,363.41
Other Income	ix	110.00	(0.38)	109.62
Total Revenue		15,517.73	(44.70)	15,473.03
Expenses				
Cost of materials consumed	ix (a)	8,418.19	(8.74)	8,409.45
Purchases of stock-in-trade (traded goods)		24.87	-	24.87
Changes in inventories of finished goods, Stock-in -Trade and work-in progress		(323.64)	-	(323.64)
Excise duty on sale of goods		982.21	-	982.21
Employee benefits expense	x	1,416.89	(12.58)	1,404.31
Finance costs	v, vi	102.23	1.99	104.22
Depreciation and amortization expense	xi	700.70	(16.74)	683.96
Other expenses	x, xi	3,061.61	(39.66)	3,021.95
Total expenses		14,383.06	(75.73)	14,307.33
Profit before tax		1,134.67	31.03	1,165.70
Tax expense:				
Current tax		382.17	-	382.17
Deferred tax	x	(59.35)	11.28	(48.07)
		322.82	11.28	334.10
Profit for the period		811.85	19.75	831.60
Profit for the period attributable to:				
Owners of the Company		811.85	19.75	831.60
Non controlling interests		-	-	-
		811.85	19.75	831.60
Other Comprehensive Income (OCI)				
Items that will not be reclassified to profit or loss:				
Remeasurements of defined benefit plans	x	-	(12.59)	(12.59)
Income-tax relating to items that will not be reclassified to profit or loss	x	-	4.16	4.16
Total		**-**	**(8.43)**	**(8.43)**
Items that may be reclassified to profit or loss				
Exchange differences in translating the financial statements of foreign operations		-	(3.91)	(3.91)
Total		**-**	**(3.91)**	**(3.91)**
Total Comprehensive income for the period		**811.85**	**7.41**	**819.26**

Notes to reconciliations :

i Leasehold Land:

Company has leasehold land in its books of accounts. As per previous GAAP (IGAAP), leasehold lands were considered as Finance Lease and amortised over the period of lease tenure. As per Ind AS, leasehold land is considered as operating lease. Accordingly, premium paid is considered as prepayment of lease charges and same is charged to Statement of Profit and Loss over the period of lease. The prepayment is disclosed under Other non current assets / Other current assets.

ii Goodwill:

As per Ind AS, Goodwill is recognised as an intangible asset with an indefinite useful life and is not amortised but tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. Accordingly, goodwill amortised as per previous GAAP (IGAAP) has been reversed. This has resulted in increase in goodwill as at June 30, 2016 by Rs. 58.21 million (March 31, 2016 Rs. 48.06 million).

Further, as per Ind AS, non-controlling interest acquired in the subsidiary is adjusted against reserves of the Company. Accordingly, goodwill recognised under IGAAP for acquisition of 5% stake from V&P Srl by Endurance Amann Gmbh is adjusted against reserves of the Company.

iii Financial Assets:

a Investments carried at fair value through Profit and Loss (FVTPL): Under Indian GAAP, Current investment are shown at cost or market value whichever is lower. However under Ind AS the same is shown at fair value through Statement of Profit and Loss. As a result, the impact of fair value on investments as on June 30, 2016 is Rs. 17.54 million (March 31, 2016: Rs.15.79 million, April 01, 2015: Rs. Nil).

b Valuation of foreign currency forward contracts:
The Company has outstanding foreign currency forward contracts to hedge its foreign currency exposure on borrowings, trade payable and trade receivables. Under Ind AS 109, the foreign currency borrowing, liabilities and assets are restated at foreign exchange rate on the reporting date and the forward derivative contracts are fair valued as at that date. Further, premium recognised under IGAAP, is reversed under Ind AS.

iv Deferred Tax Assets

Ind AS 12 requires entities to account for deferred taxes using the Balance sheet approach, which focuses on temporary difference between the carrying amount of an asset or liability in the Balance Sheet and its tax base. Deferred tax adjustment are recognised in correlation to the underlying transaction either in retained earning or a separate component in equity, accordingly deferred tax on account of undistributed profits of the subsidiaries has been recognized in statement of profit or loss. Further tax adjustments are also made for deferred tax impact on account of differences between Previous GAAP and Ind AS.

v Provision

a Under Indian GAAP, the Company has accounted for provisions (warranty), including long term provision, at the undiscounted amount. Ind AS 37 requires that where the effect of time value of money is material, the amount of provision should be the present value of the expenditures expected to be required to settle the obligation. Ind-AS 37 also provides that where discounting issued, the carrying amount of a provision increases in each period to reflect the passage of time.

b Under Ind AS, distributions would accounted when they are declared. The dividend declared will be accounted for when the same is approved. Hence, dividend provision has been reversed and accounted in the year, when the same is approved.

vi Borrowings

Under Indian GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to statement of profit and loss for the period. Under Ind AS, transaction costs are included on the initial recognition amount of financial liability and charged to statement of profit and loss using effective interest rate. As a result, the impact on borrowing as on the date of transition is lower by Rs. 74.16 million.

vii Effects of transition to Ind AS on retained earnings:

Adjustments for equity effect of all the Ind AS adjustment entries.

viii Revenue

As per Ind AS, the amount of revenue arising on a transaction is measured at the fair value of the consideration received or receivable taking into account the amount of any trade discounts and volume rebates allowed by the entity. Accordingly, Company has netted off discount allowed to customers with revenue.

ix Other Income

a Under Indian GAAP the discount received from vendor are considered in other income whereas, under Ind AS such amount is adjusted with the cost of material. The decrease in other income is for the three months ended June 30, 2016 is Rs.8.74 million (June 30, 2015 Rs.11.32 million).

b Under Indian GAAP, current investments are shown at cost or market value whichever is lower. However under Ind AS the same is shown at fair value through Profit and Loss. The gain on account of fair valuation for the three months ended June 30, 2016 is Rs. 1.73 million (June 30, 2015 Rs. 0.38 million).

c Under Indian GAAP the forward exchange contracts and other derivative instruments were accounted based on Accounting Standard 11 "The effects of changes in foreign exchange rates". Under Ind-AS, fair value of forward foreign exchange contracts and other derivative instruments has been recognised and the corresponding adjustments has been made in the statement of Profit & Loss.

x Employee benefits

Indian GAAP and Ind AS, the Company recognised cost related to its post employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to statement of Profit & Loss. Under Ind AS, remeasurement (comprising of actuarial gains and losses, the effect of the assets ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined liability) are recognised immediately in the Balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI). The decrease in employee benefit expenses for the three months ended June 30, 2016 is Rs.12.59 million (tax impact Rs.4.16 million) (June 30, 2015 is Rs. 4.38 million (tax impact Rs.1.49 million))

xi Depreciation and Amortisation

Under Indian GAAP, leasehold land was considered as part of property plant and equipment, the same was amortised over the period of lease whereas under Ind AS leasehold land is treated as operating lease and reclassified under prepayment. The amount is charged to Lease rental on systematic basis over the period of lease.

As per Ind AS, Goodwill is recognised as an intangible asset with an indefinite useful life and is not amortised but tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. Accordingly, goodwill amortised as per previous GAAP (IGAAP) has been reversed. Amount reversed during the three months ended June 30, 2016 is Rs. 12.08 million and Rs. 11.22 million for the three months ended June 30, 2015.

xii Deferred Tax

Ind AS 12 requires entities to account for deferred taxes using the Balance sheet approach, which focuses on temporary difference between the carrying amount of an asset or liability in the Balance Sheet and its tax base. Deferred tax adjustment are recognised in correlation to the underlying transaction either in retained earning or a separate component in equity. As a result , deferred tax assets as on June 30, 2016 is decreased by Rs. 4.10 million (March 31, 2016 Rs. 3.63 million; April 01, 2015 Rs. 0.90 million)

45 Previous year’s / period's figures have been regrouped / reclassified wherever necessary to correspond with the current period’s classification / disclosure.

Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the group financials.

For and on behalf of the Board of Directors

Naresh Chandra	**Anurang Jain**	**Asanka Rodrigo**
Chairman	**Managing Director**	**Director**
(DIN : 00027696)	**(DIN : 00291662)**	**(DIN : 03010463)**
Partho S. Datta	**Satrajit Ray**	**Sunil Lalai**
Director	**Director & Group CFO**	**Group Company Secretary**
(DIN : 00040345)	**(DIN : 00191467)**	**& Head -Legal**

Date: 26th August, 2016
Place: Mumbai

Annexure: Consolidated statement of related party transactions (Refer note 35)
A. Particulars of related parties and nature of relationship

S.No	Description of Relationship	Name of Related Party/Persons
1	Key Management Personnel	Mr. Anurang Jain, Managing Director Mr. Satrajit Ray, Director and Group Chief Financial Mr. Ramesh Gehaney, Director and Chief Operating
2	Relatives of Key Management Personnel with whom transactions have taken place	Mr. Naresh Chandra – Father of Mr. Anurang Jain Mrs. Suman Jain – Mother of Mr. Anurang Jain Mrs. Varsha Jain – Wife of Mr. Anurang Jain
3	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	Varroc Engineering Private Limited Varroc Elastomers Private Limited
Note: Related party relationship is as identified by the Company and relied upon by the Auditors.		

B. Disclosure of transaction with the Related Parties (AS-18) during the three months ended 30th June, 2016:
Key Management Personnel

Rs. in million

Name of Related Party/Persons	Nature of Transaction	For three months ended 30th June, 2016	For the year ended 31st March, 2016
Mr. Anurang Jain, Managing Director Mr. Satrajit Ray, Director and Mr. Ramesh Gehaney, Director and	Remuneration	18.93	65.08

Relatives of Key Management Personnel

Rs. in million

Name of Related Party/Persons	Nature of Transaction	For three months ended 30th June, 2016	For the year ended 31st March, 2016
Mr. Naresh Chandra	Directors fees	0.04	0.12
Mrs. Varsha Jain	Professional charges	0.43	1.93

Name of Related Party/Persons	Nature of Transaction	For three months ended 30th June, 2016	For the year ended 31st March, 2016
Mrs. Varsha Jain	Remuneration	1.39	3.95

Enterprises owned or controlled by key management personnel and/or their relatives

Rs. in million

Name of Related Party/Persons	Nature of Transaction	For three months ended 30th June, 2016	For the year ended 31st March, 2016
Varroc Elastomers Private Limited Varroc Engineering Private Limited	**Purchases**		
	Goods & Materials	54.32	173.46
	Income		
	Expenses Recovered	-	0.01
	Other income	0.07	0.14
	Balance outstanding	**As at 30th June, 2016**	**As at 31st March, 2016**
	Payable	17.76	15.40

Note :

Employee benefits payable (gratuity and leave encashment) are calculated on the basis of actuarial valuation. Amount payable for individual employee as at 30th June, 2016, cannot be separately indentified and therefore has not been included above.

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiaries have availed loans in the ordinary course of business for purposes including but not limited to, meeting its working capital requirements, financing its capital expenditure, and refinancing of currently outstanding ECBs.

Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as of August 31, 2016:

(₹ in million)

Category of borrowing	Sanctioned amount[$] (₹ million)	Outstanding amount as on August 31, 2016 (₹ million)
	A. Fund Based borrowings	
Term loans		
Secured	4,010.95	2,382.34
Unsecured	3,241.07	2,076.16
Financial lease obligation	2,178.01	972.93
Deferred Payment Liability[**]	1,060.80	731.31
Sales Tax Deferral[***]	902.90	220.90
Working capital loans		
Secured	1,300.00	508.23
Unsecured^	8,274.54	1,598.84
Commercial Papers[@]	800.00	800.00
Total	**21,768.27**	**9,290.71**
	B. Non-Fund Based borrowings[#]	
Bank guarantees[*]	2,450.00	221.26
Letter of Credit		406.74
Total	**24,218.27**	**9,918.71**

^ *Unsecured fund based limit includes non-fund based limit which are interchangeable. Outstanding Non Fund based (NFB) includes Bank Guarantees and LC's with tolerance as well which has been expired as on or before August 31, 2016 are totalling to ₹25.08 million.*

[#] *Non fund based limits includes limit of letter of credit, stand by letter of credit and bank guarantees.*

[*] *Outstanding Bank Guarantee (BG) includes BG issued by one of the banks in favor of one of the State Pollution Control Board for ₹0.74 million against the 100% fixed deposit, which is not included in sanctioned limit.*

[**] *Deferred payment liabilities are payable towards acquisition of overseas subsidiary.*

[***] *Company has availed unsecured loan under sales tax deferral aggregating to an amount of ₹902.92 million, under package schemes of incentives of Maharashtra Sales Tax Act. The aggregate outstanding as on August 31, 2016 is ₹220.90 million.*

[@] *Sanctioned limit is limited to face value of commercial papers issued in the market. The Board has approved limit of ₹ 1000.00 million.*

[$] *Sanction limits also includes all sanctioned limit where bank limit utilization is Nil.*

A. Principal terms of the borrowings availed of by our Company:

1. ***Interest:*** The interest rate is typically the applicable base rate of the specified lender or LIBOR with an additional margin as specified by the lender under the loan documentation, subject to minimum interest rate in certain cases.

2. ***Tenor:*** The tenor of the working capital limits typically range from one month to one year, and for term loans, range from two to four years.

3. ***Security:*** In terms of our secured borrowings, our Company is typically required to create security by way of a charge on the immovable properties and fixed assets, hypothecation on inventory cum book debts/ current assets, stocks, receivables and movable fixed assets of our Company, maintain an asset cover for the loan by way of a charge over the movable fixed assets, pledge on documents and goods and execute a demand promissory note for a specified amount in the form approved by the specified

lender. There may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

4. ***Repayment:*** Working capital facilities are typically repayable on a maturity date or on demand. Some of our lenders have a right to modify or cancel the facilities without prior notice and require immediate repayment of all outstanding amounts. The repayment schedule for our term loans generally include equal monthly, quarterly or half yearly installments.

5. ***Prepayment:*** The loans availed by our Company typically have prepayment provisions which allows for prepayment of the outstanding loan amount at any given point in time, in certain cases requires prior notice or permission of the bank, and is subject to prepayment penalties or break costs as may be decided by the lender at the time of prepayment. Typically, the prepayment penalty is approximately 2% of the amount being prepaid.

6. ***Penalty:*** Our Company is required to pay penalties typically ranging from 0.15% p.a. to 4% p.a. over and above the normal rate or a prescribed amount on the occurrence of certain events including but not limited to the event of non-payment of outstanding dues, foreign currency exposure remaining unhedged, breach of any conditions of the agreement, non/ late submission of data and statements to the bank and diversion of funds.

7. ***Covenants:*** The borrowing arrangements entered into by our Company typically contain certain covenants to be fulfilled by our Company, including:

    a) Submission of, among other things, monthly stocks, information on sales and balance outstanding with other banks, financial statements to our lenders, within a specified period;

    b) Refraining from selling, letting out, transferring or disposing off all or substantial part of our assets without prior written consent of our lender and refraining from declaring dividends or distributing profits except where the installments of principal and interest payable to a particular lender is being paid regularly and there are no irregularities in relation thereto;

    c) Refraining from issuing guarantee of any kind other than that in the ordinary course of business;

    d) Compliance of the financial covenants including in relation to maintenance of total debt to total net worth ratio, total debt to earnings before interest, tax, depreciation and amortisation ratio, debt service coverage ratio, minimum fixed asset cover and maximum net gearing; and

    e) Our Company cannot, without the prior approval of the lender, among other things, (i) effect any change in its capital structure or shareholding pattern; (ii) enter into a scheme of expansion, merger, demerger, consolidation, re-organisation, scheme of arrangement or compromise between our Company and its creditors or shareholders or if our Company effects any scheme of amalgamation or reconstruction; (iii) divert funds for purposes other than the sanctioned purpose; (iv) change our management structure or control of our Company; (iv) amend our constitutional documents.

8. ***Events of Default:*** The borrowing arrangements entered into by our Company contain certain events of default, including but not limited to:

    a) Cross defaults;

    b) Material adverse change to the business, assets or condition of our Company which is likely to have a material adverse effect on the financial condition of our Company and adversely affect our Company's ability to perform its obligations under the respective facilities;

    c) Change in constitution of our Company which in the opinion of the bank would adversely affect its interests;

    d) Utilisation of funds for purposes other than those mentioned under the respective loan documents;

e) Breach of the obligations under any term of the relevant agreement or any other borrowing agreement entered into by our Company; and

f) Any circumstance which in the sole opinion of the bank would jeopardise its interest.

This above list is merely an indicative list of events of default and there are additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

B. Principal terms of the borrowings availed of by our Subsidiary in Germany

1. ***Interest:*** The interest rate payable under the loan documentation is fixed within the range of 1.45% to 2.37% per annum. Changes in interest may occur prior to the end of the tenor of the loan.

2. ***Tenor:*** The tenor of our loans range from approximately four years to 14 years.

3. ***Security:*** The loans taken by our Subsidiary are secured by way of a mortgage over certain immovable properties of the Subsidiary and transfer of ownership of machines.

4. ***Repayment:*** The repayment schedules provide for repayment of the loans availed by the Subsidiary in, as the case may be, approximately 56 monthly rates or 55 quarterly rates, including a final payment which varies from loan to loan. Additionally, in certain instances, a commitment or annuity interest may apply.

5. ***Prepayment:*** Prepayment of a loan by the Subsidiary will trigger a claim for damages by the respective lenders against the Subsidiary.

6. ***Penalty:*** The penalty levied under the loan documentation is generally in the form of damages claimed by the bank in the case of failure on the part of the Subsidiary to comply with the terms and conditions specified under the respective loan agreement, including the exertion of statutory legal rights by the banks. In the event of default in payment of interest or installment(s) under the loans availed by the Subsidiary, an additional interest rate, applied to the default period, may be levied on the Subsidiary.

7. ***Covenants:*** The loan documentation, amongst other thing, requires the Subsidiary to maintain certain financial ratios.

8. ***Events of Default:*** The borrowing arrangements entered into by our Subsidiary contain certain covenants which can lead to events of default, including but not limited to:

   a) The failure to pay an installment;

   b) Significant deterioration in the financial situation of the Subsidiary;

   c) The Subsidiary becoming subject to a claim for damages by bank which may give the bank a right to terminate the respective loan agreement and require the Subsidiary to make immediate repayment of the loan.; and

   d) Failure by the Subsidiary to notify the lender of the change in its shareholding or that of its ultimate owner, *i.e.* our Company.

C. Principal terms of the borrowings availed of by our Subsidiaries in Italy

1. ***Interest:*** The interest rate is typically Euribor with an additional margin specified by the lender under the loan documentation which may range from 0.80% to 4.35%. Further, a variable rate of interest ranging from 1.34% to 6.36% is also levied under certain of our loans and few of our loans have a fixed rate of interest. Under certain loans availed by our Subsidiaries, our Subsidiaries have signed derivative financial instruments to protect themselves from fluctuation of interest rates. Changes in interest may occur before the end of the tenor.

2. ***Tenor:*** The tenor of our loans range from approximately three years to 10 years and in case of borrowings in the nature of financial lease, the tenor typically ranges from five years to 18 years.

3. ***Security:*** The loans availed by our Subsidiaries for the purchase of immovable properties are secured way by of a mortgage over the respective immovable properties whereas under the other loans, in the event of default by the Subsidiary under the loan documentation, the lender shall have a right to proceed against the assets of the Subsidiaries or by a third party surety.

4. ***Repayment:*** The repayment schedules under the loan documentation provide for repayment of the loans in 36 to 228 monthly installments or 12 to 60 quarterly installments as specified by the lender under the loan documentation.

5. ***Prepayment:*** The loans availed by our Subsidiaries typically have prepayment provisions which allows for prepayment of the outstanding loan amount at any given point in time, in certain cases requires prior notice or permission of the bank, and is subject to a prepayment penalty which typically ranges from 0.15% to 2% of the prepaid debt.

6. ***Penalty:*** The penalty levied under the loan documentation is generally in the form of damages claimed by the bank in case of failure on part of the Subsidiaries to pay the installments when due and non-observation of the terms and conditions, under the respective loan agreements, including the exertion of statutory legal rights by the banks.

7. ***Covenants:*** The borrowing arrangements entered into by our Subsidiaries typically contain certain covenants to be fulfilled by our Subsidiaries, including:

    a) to notify the bank of any event of technical, litigation related, administrative or juridical in nature, even if generally known to the public and in particular known to the bank, which can negatively modify the economic situation or jeopardize the operation of the Subsidiaries;

    b) to ensure that until the complete extinction of every reason of credit of the bank, the current shareholders do not transfer its stake in the Subsidiary until it has repaid in full and advance, the full amount outstanding in dependence of this funding, as per an appropriate statement issued by such shareholders;

    c) to provide the bank with any information with respect to any bankruptcy procedure undertaken against the Subsidiary itself or the other group companies;

    d) to provide the bank with any information with respect to liquidation resolutions, merger or division pertaining to the Subsidiaries;

    e) to inform the bank of any capital reduction, termination or modification of the Subsidiaries activities;

    f) any event that may cause the transfer of the property or the exploitation of the Subsidiaries;

    g) the Subsidiaries are also obligated to communicate its financial accounts to the respective banks on a yearly basis and on the happening of certain events including merger, demerger; and

    h) To notify the lenders of any modification in the corporate governance, that is the composition of the board, of the Subsidiaries.

8. ***Events of Default:*** The borrowing arrangements entered into by our Subsidiaries contain certain covenants which can lead to events of default, included but not limited to:

    a) the failure to pay installments;

    b) significant deterioration in the financial situation of the Subsidiary;

    c) in the event the Subsidiary is subject to liquidation;

    d) if the Subsidiary is the object of a merger, division, transfer;

    e) in the event of contribution of asset of business branch which is not authorised by the bank; and

f) Subsidiary becoming subject to a claim for damages by the bank in case of failure on part of the Subsidiaries to pay the installments when due and non-observation of the terms and conditions, under the respective loan agreements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations, and our assessment of the factors that may affect our prospects and performance in future periods, together with our restated consolidated financial information as at and for the three months ended June 30, 2016 and the fiscal years ended March 31, 2016, 2015, and 2014 including the notes thereto and reports thereon, each included in this Prospectus. Our restated financial information included in this Prospectus is prepared under Indian GAAP, in accordance with requirements of the Companies Act, 2013, as amended, and restated in accordance with the ICDR Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Accordingly, the degree to which our Restated Financial Information on page 222 of this Prospectus will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP. Further, with effect from April 1, 2016, we are required to prepare our financial statements in accordance with Ind AS. Our audited financial statements for the three-month period ended June 30, 2016 and June 30, 2015 included in this Prospectus are prepared in accordance with Ind AS. Given that Ind AS is different in many respects from Indian GAAP under which our restated financial statements for fiscal years ended March 31, 2016, 2015 and 2014, and the three months ended June 30, 2016 have been prepared, our Ind AS financial statements for the period commencing from April 1, 2016 may not be comparable to our historical financial statements. See "The transition to Ind AS in India is very recent and there is no clarity on the impact of such transition on our Company. All income tax assessments in India will also be required to follow the Income Computation Disclosure Standards" and "Summary of Significant Differences between Indian GAAP and Ind AS" on pages 48 and 493, respectively, of this Prospectus.

This discussion and analysis contains forward-looking statements that reflect our current views with respect to future events and our financial performance, which are subject to numerous risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements. As such, you should also read "Risk Factors" and "Forward Looking Statements" beginning on pages 17 and 15, respectively, which discuss a number of factors and contingencies that could affect our financial condition and results of operations".

Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year, or "FY", are to the 12 months ended March 31 of that year. The restated figures mentioned in this section are from our Indian GAAP restated, consolidated financial statements unless specifically stated otherwise. Wherever any figures from our Ind AS audited financial statements are presented, it has been specifically mentioned.

Overview

We are the largest two-wheeler and three-wheeler automotive component manufacturer in India in terms of aggregate revenue for FY2015 from our selected product segments *(Source: CRISIL Research)*. We also have operations in Europe with highly-automated manufacturing facilities in Italy and Germany. Tier one companies are companies that directly supply to OEMs, and we are a tier one supplier to OEMs for most of our products. According to the Aluminium Casters' Association of India, we are the number one aluminium die-casting company in India in terms of actual output and installed capacity in FY2016. We are a complete solutions provider, providing end-to-end services by engaging our customers from conception to end-user delivery. Our development process includes design, development, validation, testing, manufacturing, delivery and aftermarket sale service for a wide range of technology-intensive auto component products leading to better customer satisfaction and diversification of our customer base. We are an innovation-driven company with strong focus on research and development ("R&D"), which allows us to develop new products suited to customer requirements. For FY2015, FY2016 and Q1 FY2017, our total revenue contribution from India was 71.5%, 70.1% and 66.8%, respectively, while our total revenue contribution from Europe was 28.5%, 29.9% and 33.2%, respectively.

In India, we manufacture a diverse range of technology-intensive automotive components for the two-wheeler and three-wheeler segments. We also manufacture specified components for four-wheeler passenger vehicles, light commercial vehicles ("LCVs") and heavy commercial vehicles ("HCVs").

Our products and services in India include:

- raw and machined aluminium castings, such as high-pressure, low-pressure and aluminium alloy wheels for motorcycles;

- suspension, such as shock absorbers for scooters, motorcycles and three-wheelers, front forks for motorcycles and scooters and hydraulic dampers for quadricycles;

- transmission, such as clutch assemblies, cork and paper-based friction plates for motorcycles and three-wheelers and continuous variable transmission assemblies ("CVTs") for scooters;

- braking systems, such as hydraulic disc brake assemblies including calipers, master cylinders and rotary disc brakes for motorcycles and hydraulic drum brake assemblies and tandem master cylinder assemblies for three-wheelers; and

- aftermarket services to cater to the replacement market.

In Europe, we predominantly cater to four-wheeler OEMs, focusing on engine and transmission components. Our products include raw and machined aluminium castings (high-pressure and gravity die-casting products) and steel, cast iron and engineering plastic parts.

Our customers in India and Europe include leading domestic and global OEMs. In FY 2016, our largest customers in India were Bajaj Auto Limited ("Bajaj"), Royal Enfield (a unit of Eicher Motors Ltd.) ("Royal Enfield"), Honda Motorcycle and Scooter India Private Limited ("Honda"), and India Yamaha Motor Private Limited ("Yamaha"). We have a long-standing relationship with Bajaj, which is our largest customer. In addition to these customers, we also supply to a variety of other OEMs in India, such as Hero Motorcorp Limited ("Hero"), Mahindra & Mahindra Limited ("Mahindra"), Tata Motors Limited ("Tata"), Suzuki Motorcycle India Private Limited ("Suzuki"), H-D Motor Company India Pvt. Ltd. ("H-D Motor"), Fiat India Automobiles Private Limited ("Fiat India") and a leading Indian motorcycle OEM. In Europe, our largest customer is FCA Italy S.p.A. and its group companies ("FCA Italy S.p.A."), and we supply components used in the engines of a variety of FCA Italy S.p.A.'s brands, such as Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia (Jeep, Chrysler, Alfa Romeo, Abarth, Fiat and Lancia are registered trademarks owned by the FCA Group). We also supply to Daimler AG ("Daimler") and other reputable four-wheeler OEMs operating from Europe.

We have 25 plants across India, Italy and Germany. We have 18 manufacturing plants in India, all of which are strategically located in the major automotive manufacturing belts of the country, comprising eight in Aurangabad (Maharashtra), five in Pune (Maharashtra), two in Pantnagar (Uttarakhand) and one each in Manesar (Haryana), Chennai (Tamil Nadu) and Sanand (Gujarat), with three in-house tool rooms. In addition, we are planning on setting up a new plant at Halol (Gujarat), which we anticipate to be completed in FY2018 for the supply of suspension parts to Hero. We also have two manufacturing plants in Massenbachhausen, Germany at our subsidiary Endurance Amann GmbH ("Endurance Amann"), and five in and around Torino, Italy, at our indirect subsidiaries, namely, Endurance Fondalmec SpA, ("Endurance Fondalmec"), Endurance FOA SpA ("Endurance FOA") and Endurance Engineering Srl ("Endurance Engineering"). In addition, we expect to commission a new machining plant in Massenbachhausen, Germany in FY2017 and we are currently in the initial stages of planning an automotive proving ground (test track) in Aurangabad, Maharashtra, India, which we expect to be operational by the end of 2018.

Our manufacturing facilities are in proximity to our customers so as to help reduce logistics costs and to ensure timely delivery of our products. 15 of our plants in India are certified as per ISO/TS 16949:2009 standards.

We have been successful in diversifying our products mainly due to our R&D and technological capabilities. We have acquired and developed R&D capabilities including product design, reverse engineering, product simulation, prototyping and testing. Our technology partners include WP Performance Systems GmbH ("WP Performance"), Adler SpA ("Adler"), a leading global brake and suspension company and a European brakes technology provider. As at June 30, 2016, we employed 167 R&D engineers, designers, technicians and support staff in India and at our overseas R&D facilities. In India, we have four R&D centres, all of which are DSIR approved. In India, we have been granted four patents with another 41 patents pending approval. In India, we also have one design registration granted and three design registrations pending.

Our total revenue for FY2014, FY2015, FY2016 and Q1 FY2017 was ₹42,403.8 million, ₹49,494.4 million, ₹52,745.5 million and ₹14,529.4 million, respectively. Our average return on capital employed ("RoCE") for

FY2014, FY2015, FY2016 and Q1 FY2017 was 21.4%, 22.8%, 21.9% and 20.7%, respectively. Our debt to equity ratio for FY2014, FY2015, FY2016 and Q1 FY2017 was 0.60, 0.60, 0.42 and 0.46, respectively. As at August 26, 2016, our long-term bank facilities are rated CRISIL AA-/Positive and our short-term bank facilities are rated CRISIL A1+.

Significant Factors Affecting Our Results of Operations

Macro-Economic Conditions and Conditions in the Auto Industry

We derive a significant portion of our revenue from sales of auto components to our OEM customers in India and Europe. The level of demand for auto components depends primarily on conditions in the auto industry in our target markets which, in turn, depend to a large extent on general macro-economic conditions in these markets. We are particularly affected by factors impacting the motorcycle, scooter and three-wheeler market in India and the passenger car market in Europe. Some of the general macro-economic factors that can affect demand for motorcycles, scooters, three-wheeler and passenger vehicles and, therefore, for the components that we manufacture, include the following:

- general levels of GDP growth in a country or region, and growth in personal disposable income in that country or region;
- economic or fiscal crises or instability;
- demographic conditions and population dynamics, such as the absolute size of a market and the growth rates of the population in that market;
- the strength of the agricultural sector in India, which is highly dependent on the outcome of the monsoons;
- economic development and shifting of wealth, in particular growth in rural areas at India and in the middle class in India;
- political measures or developments, such as tax incentives or other subsidies, environmental policies or general political instability;
- fiscal and monetary dynamics, such as rises or falls in interest rates (resulting in greater or lesser ability by customers to borrow money, including for auto purchases), foreign exchange rates and inflation rates; and
- regulatory developments such as involuntary phasing out of older vehicles, heightened emission standards and the requirement that all two-wheeler models in India must be fitted by anti-lock braking systems or combined braking systems by April 2018.

Stronger macro-economic indicators tend to correlate with higher demand for automotive vehicles, while weaker macro-economic indicators tend to correlate with lower demand for automotive vehicles. In Europe, sales of our components have generally correlated with the strength of the European economic conditions and demand for passenger cars in Europe. For example, the global financial crisis of 2008 resulted in decreased demand for automobiles and the global automotive industry suffered a significant downturn, including in our key target markets, two-wheelers in India and passenger cars in Europe. This downturn negatively impacted our revenues in both India and Europe. Moreover, as we made significant investments in FY2007 and FY2008, through our acquisition of Endurance Amann and Endurance Fondalmec, to establish our European business, we were under financial stress.

However, in 2010 and 2011, the global auto industry experienced strong growth, which was reflected in the growth of our business during that period. Since 2011, the two-wheeler market in India has alternated between years of strong growth and years of tepid growth, witnessing production growth of 2.1% in FY2013, 7.2% in FY2014, 9.5% in FY2015 and 1.8% in FY2016 *(Source: CRISIL Research)*; three-wheelers in India have fared worse than two-wheelers, with production volumes declining slightly in FY2013 and FY2014, before rebounding in FY2015 with 14.3% growth and then again declining slightly in FY2016 *(Source: CRISIL Research)*. In Europe, the global financial crisis and then the Eurozone crisis resulted in a slow passenger vehicle market, with declining passenger car registrations every year from 2008 to 2013 *(Source: ACEA)*. Passenger car registrations in Europe increased by 5.7% in 2014 and by 9.3% in 2015 *(Source: ACEA)*.

The cyclical nature of general macro-economic conditions and, therefore, of the automotive industry means that our results of operations can fluctuate substantially from period to period. We expect that these macro-economic factors and conditions in the auto industry, particularly changes in consumer confidence, employment levels, fuel prices, consumer spending on passenger and commercial vehicles, and interest rates, particularly in India, will continue to be the most important factor affecting our revenues and results of operations. Other factors, such as our competitiveness, quality and pricing, have an effect on our market share and our ability to win customers in competitive situations, but the overall direction of the auto industry tends to have a more pronounced effect on our revenues and results of operations.

See "*Industry - Overview*" on page 116 of this Prospectus, for a discussion on macroeconomic conditions in India and Europe, and a more detailed description of the automotive and automotive components industries in the markets in which we operate.

Purchasing Patterns of our Principal Customers

We depend on major OEM customers in India and Europe for a significant proportion of our revenue. Our customers are primarily large OEMs of motorcycles, scooters, passenger cars and commercial vehicles, such as Bajaj, FCA Italy S.p.A., Royal Enfield and Honda, who are our largest customers, as well as Yamaha in India and Daimler AG and certain other European four-wheeler OEMs. Together, our largest eight customers accounted for 82.69% of our net revenue from operations (including intermediary sales) in Q1 FY2017. See "*Business—Customers*". In particular, our largest customer is Bajaj, which accounted for 48.05%, 43.19%, 40.83% and 37.68% of our net revenue from operations (including intermediary sales) for FY2014, FY2015, FY2016 and Q1 FY2017, respectively. We have increasingly diversified our customer base in recent years so that our dependence on Bajaj has lessened over time.

The demand from our customers, in particular our top eight customers, determines our revenue levels and results of operations, and our sales are directly affected by production and inventory levels of our OEM customers. Our customers, in turn, are dependent on general trends in the automotive industry (see "*—Global Macro-Economic Conditions and Conditions in the Auto Industry*", below), and we would expect new investments by these customers to increase our revenue, while a slow-down in demand for these customers' products would likely have an adverse impact on our revenues and results of operations. We have, in the past, experienced sales declines due to manufacturers' shutdowns resulting from unforeseen events.

Some OEMs are pursuing a strategy of localisation of production for each market, while others are consolidating their global platforms in one low-cost manufacturing jurisdiction for eventual distribution to other countries. Due to the size of its local market and its low cost base, we believe that India could be an attractive location for both of these strategies. Similarly, new model launches by our OEM customers can have a positive impact on demand for our components. In addition, certain OEMs are seeking to consolidate their suppliers, which could have a positive effect on the revenues of those suppliers with continuing relationships with those OEMs. We consider ourselves to be well placed to capture the opportunities presented by potential vendor rationalization in India and in Europe, given our strategy of focusing on advanced products and proprietary products, which increase our customer's dependence on us, as well as our focus on R&D and QCD initiatives. Moreover, economies of scale as well as the location of our manufacturing facilities near many of our OEM customers' production centres result in lower costs for our customers, and in turn provides us with further opportunities to increase our share of business with our customers.

However, it is difficult for us to predict with certainty when our customers will decide to increase or reduce inventory levels or levels of production, which strategic direction they will pursue, when they might launch new models or open new facilities, or whether future inventory levels will be consistent with historical levels. Any increase or decreases in the levels of inventory and activity by our customers, in turn, are likely to have a positive or negative effect on our revenues and our results of operations.

The effect of variations in our customers' purchasing patterns are exacerbated by the fact that, while most of our customers provide us with forecasts of order volumes, generally for an initial month with a tentative delivery schedule for the following month, that help us predict our production and our revenue for that particular product or business line, as is standard in the auto component industry we do not typically enter into firm commitment long-term agreements with our customers. Product quantities are typically based on delivery schedules received from customers on a daily or weekly basis. Moreover, the long lead times for automobile models and the related programs for the development and manufacture of these products make it difficult to predict the exact timing and exact levels of sales that we will derive from these arrangements. We enter into general framework agreements with certain of our largest customers, which outline the basic parameters of our cooperation, but the actual volumes and specifications of customer orders are fixed only if and when customers place purchase orders with us. Our actual production volumes may differ significantly from our estimates due to variations in customer demand for the related vehicles. When actual production volumes differ significantly from our estimates, we generally seek to make up any shortfalls through new orders, either with existing or with new customers, which may or may not materialise.

Operating Costs, Efficiencies and Raw Material Costs

Given the nature of our business, operating costs and efficiencies are critical to maintaining our competitiveness and profitability. Our profitability is partially dependent on our ability to spread fixed production costs over higher production volumes. In addition, we face substantial pressure from our principal customers to reduce prices, and in order to maintain our profitability, we must be able to reduce our operating expenses. We continually undertake efforts to reduce our costs in order to protect our margins, such as sourcing from low-cost suppliers, negotiating volume discounts, outsourcing non-critical processes, reducing energy usage and rationalizing our manpower. We have also adopted TPM initiatives to improve the efficiency and reliability of our manufacturing processes in terms of productivity, quality, cost control and delivery. For further details of our cost reduction strategy, see "*Business—Strengths and Strategies—Focus on operational efficiencies to improve returns*" on page 152 of this Prospectus. Our ability to reduce our operating costs in line with customer pressure is subject to risks and uncertainties, as our costs depend, in part, on external factors beyond our control.

In addition, raw material costs (consisting of the costs of materials consumed, purchases of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade) constitute the most significant portion of our expenditures, representing 55.9%, 57.9%, 60.0% and 62.2% of our total revenue for Q1 FY2017, FY2016, FY2015 and FY2014, respectively. Our primary raw materials are aluminium and steel, which we buy in the form of aluminium ingots, aluminium alloy, raw steel and finished steel components.

Prices for these raw materials can be volatile and depend on commodity prices in the markets, which, in turn, depend on changes in global economic conditions, industry cycles, supply-and-demand dynamics, attempts by individual producers to capture market share, and market speculation, among other factors. In addition to market fluctuations, our average raw material prices can be affected by contractual arrangements and hedging strategies, if any.

In India, we do not enter into any firm commitment long-term contracts with our suppliers. Rather, we primarily purchase aluminium from our suppliers in line with the terms and prices as agreed with our customers. For our European operations, we purchase a majority of our aluminium on fixed contracts, typically one year in length, with the price rebalanced every quarter, and we purchase our remaining aluminium requirements on the spot market. See "*Business—Raw Materials*" on page 163 of this Prospectus for further details regarding our supply contracts.

Because we are generally able to pass fluctuations in raw material prices on to our customers, an increase or decrease in raw material prices typically does not directly correspond to an increase or decrease in our profit in absolute terms, however, it does typically correspond to an increase or decrease in our profit margin. For example, increases in raw material prices tend to increase our revenue and expenditures by approximately the same amount, resulting in our expenditures being a higher percentage of our revenues, consequently decreasing our profit margin.

Moreover, an increase in raw material prices may result in increased prices for our customers' products, which may in turn result in decreased demand for their products and, consequently, the components that we supply for their products.

The Success of our Aftermarket Segment

Although our aftermarket segment has historically been relatively small compared to our core business of manufacturing auto components for our OEM customers, it does constitute an important part of our operations, and the performance of the aftermarket segment has impacted and, we expect, will continue to impact our overall group results. In revenue terms, our aftermarket segment grew faster than our other product segments from FY2014 to FY2016, experiencing a 17.6% CAGR, which has helped to increase our profit margin. In particular, we are able to sell products in the aftermarket at higher prices than we can sell to OEMs, and even after accounting for our increased costs in making our products available in the aftermarket we make high profits per aftermarket unit sold than per unit sold to an OEM.

In addition to having higher profit margins, expanding our aftermarket presence acts to reinforce our brand image and brand visibility. We build our aftermarket products to the same quality standards as the parts we supply OEMs, which we believe provides us with good brand equity amongst end-users of our products. Hence, we expect that a growth in our aftermarket segment would improve our profit margins, whereas a decline in our aftermarket segment would weaken our profit margins.

Whereas OEMs are our customers for our core business of auto component manufacturing, in the aftermarket segment our customers are the end users of automobiles, in particular users of motorcycles and scooters. Major drivers of activity levels in these markets are similar to those for our core OEM auto component manufacturing business, and include changes in consumer confidence, employment levels, fuel prices, consumer spending and the macro-economic strength of the destination of sale of the product. Other factors, such as our competitiveness, pricing, quality, availability and brand awareness have an effect on our aftermarket segment and our ability to convince customers to purchase our components rather than those of our competitors.

Exchange Rates

Our primary operations are in India, most of our revenues and expenses in India are denominated in the India Rupee, and we report our results of operations in the Indian Rupee. However, our Italian and German subsidiaries primarily undertake their operations in Euro and report their financial results in Euro, which is then translated to Rupees for purposes of consolidation. Hence, the carrying value of our European assets on our balance sheet, as well as the value of our revenue and expenses from our European operations on our profit and loss statement, depend significantly on the Euro-to-Rupee exchange rate. An appreciation of the Euro against the Rupee would have a positive impact on our results of operations, as the profit that we make from our European operations would be worth more in Rupee terms. Conversely, a depreciation of the Euro against the Rupee would have a negative impact on our results of operations, as the profit that we make from our European operations would be lower in Rupee terms. Moreover, we also directly and indirectly export our products from India. For our direct exports, we are usually paid in US dollars, whereas for our indirect exports we are generally paid in Rupees.

The Euro-to-Rupee exchange rate has fluctuated significantly in recent years. Whereas the Euro was at a high of 91.4682 Rupees to the Euro in August 2013, it dropped to 82.5765 by March 28, 2014 and 67.5104 by March 31, 2015 before rising significantly again in FY2016 to 75.0955 Rupees to the Euro as at March 31, 2016, and standing at 75.0071 Rupees to the Euro as at June 30, 2016, each as at as reported by the Reserve Bank of India. As we consolidate our European assets and liabilities on our balance sheet based on the year-end closing Euro-to-Rupee exchange rate, the Rupee-equivalent value of our European assets and liabilities decreased significantly during FY2015 and then increased significantly during FY2016. For revenues and expenses, we consolidate our European operations onto our profit and loss statement on the basis of average exchange rate for the year. The average Euro-to-Rupee exchange rate used for consolidation of our profit and loss statement has decreased from 81.0951 Rupee to the Euro for FY2014 to 77.5611 for FY2015 to 72.2824 for FY2016 and increased to 75.5246 for Q1 FY2017.

In India, we take a portion of our short-term borrowings in foreign currency, roughly in line with our foreign currency exports business. This provides us with a natural hedge against our exposure to exchange rate movements arising in our exports. For further details on our foreign currency borrowings, see "*—Quantitative and Qualitative Disclosure on Market Risk—Foreign Exchange Risk*" on page 490 of this Prospectus. In addition, we have entered into multiple forward contracts and currency swaps to hedge our foreign exchange risk exposure to a number of currencies, including the US Dollar, Euro, and Japanese Yen, with the majority of our currency hedging being to hedge movements in the Rupee-to-U.S. Dollar exchange rate. For further details, please see "*Consolidated Restated Financial Information – Annexure IV D – Notes to Restated Consolidated financial Information – Derivative Transactions*" on page 299 of this Prospectus.

Our Current Funding Mix and Cost of Funding

We rely primarily on internal cash generated from our operations and third-party debt to fund our working capital and capital expenditure requirements. Interest expenses on our borrowings have historically been a material part of our expenses. Some of our borrowings bear interest at floating rates, and so to the extent that interest rates decrease over time, it has a positive impact on our expenses (assuming constant levels of borrowings), and hence on our profit margins. Conversely, rising interest rates would result in increasing expenses and decreasing profit margins, unless we were to reduce the overall level of our borrowings.

In order to reduce our finance costs, part of our strategy has been to refinance high-cost loans in India at lower costs. We have been able to do this for a variety of reasons, including mainly the improvement of our credit rating in India as our financial strength has improved, which has allowed us to access cheaper sources of credit, in particular commercial paper. Additionally, decreasing interest rates in India over time have allowed us to repay old high-rate loans as they come due and replace them with cheaper sources of funding. Moreover, our overall level of borrowings has decreased over time in India as our financial strength has improved.

The table below sets forth certain details regarding the improvement in our long-term and short-term bank facilities credit rating as at the dates indicated:

	April 22, 2013	**April 22, 2014**	**August 26, 2014**	**February 5, 2015**	**August 26, 2016**
Long-term bank facilities	CARE BBB	CARE A-	CARE A+	CRISIL AA- /Stable	CRISIL AA- /Positive
Short-term bank facilities	CARE A3+	CARE A2+	CARE A1	CRISIL A1+	CRISIL A1+

Note: After becoming rated by CRISIL in 2015, we voluntarily petitioned CARE to withdraw our ratings, and consequently we are now only rated by CRISIL.

In Europe, our finance costs have increased over time, mainly due to our increasing levels of overall debt, which we have used to finance capital expenditures and our acquisitions of Endurance FOA and Endurance Engineering. However, increased finance costs from our higher borrowing volumes in Europe have been partially offset by the depreciation of the Euro against the Rupee. Our borrowings in Europe typically bear lower interest rates than our borrowings in India, given the lower cost of funding in Europe.

As a result of these factors, our finance costs decreased from ₹809.59 million for FY2014 to ₹509.99 million for FY2015, to ₹464.44 million for FY2016 and further to ₹102.23 million for Q1 FY2017. As at June 30, 2016, on a consolidated basis, we had aggregate outstanding borrowings of ₹9,565.90 million (including current maturities of long-term borrowings and finance lease obligations), under our financing agreements. For further details see "*Financial Indebtedness*" on page 455 of this Prospectus.

Our Acquisition of Endurance FOA

In July 2012, we acquired a 15% interest in Endurance FOA, and in October 2014 we increased our interest in Endurance FOA to 100%. Our acquisition of Endurance FOA had a significant impact on our results of operations, which we felt for approximately half a year in FY2015 and then for the full year in FY2016. In addition to providing us with revenue and a stronger customer base in Europe, our acquisition of Endurance FOA also improved our raw material sourcing capabilities. Prior to acquiring Endurance FOA, we had been purchasing from Endurance FOA various raw materials that we use in our products at Endurance Fondalmec. As we now produce these raw materials in-house at Endurance FOA, we are able to source these supplies at production cost, rather than having to pay a third-party manufacturer a mark-up to produce them for us. Our acquisition of Endurance FOA has thus provided us with production efficiencies in Europe that have allowed us to reduce our Raw Material Costs as a percentage of our total revenue. However, in absolute terms our acquisition of Endurance FOA has resulted in higher expenses for us, including higher employee benefits expenses due to the additional manpower that we acquired, higher overall Raw Material Costs due to the higher production that we have, higher depreciation and amortization expenses due to our higher fixed asset base and higher other expenses such as energy costs, processing costs and tooling costs. Moreover, our acquisition of Endurance FOA has also impacted our balance sheet and cash flow from operations, as certain types of working capital, such as third-party receivables and trade payables, owed between us and Endurance FOA are now eliminated on consolidation into our financial statements.

Basis of preparation of financial statements

We have prepared our restated consolidated financial information 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 and Companies Act, 1956, as applicable.

We have prepared our restated consolidated financial information on an accrual basis under the historical cost convention, except for categories of fixed assets that are carried at revalued amounts. We have applied the accounting policies adopted in the preparation of our restated consolidated financial information consistently across each of the years under review.

Critical Accounting Policies

The preparation of our restated consolidated financial information in conformity with Indian GAAP requires our management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported revenue and expenses during the year. Future results could differ due to these estimates, and we recognise the differences between the actual results and the estimates in the periods in which the results materialise. We are continually evaluating our estimated based on historical experience. The judgments, estimates and assumptions that have a significant impact on the carrying amount of assets and liabilities, and reported amounts of revenues and expenses, are discussed below.

Depreciation and Amortisation

We depreciate fixed assets at the rates, determined on a straight line method, over the useful life of the asset as estimated by management, or on the basis of depreciation rates prescribed under respective domestic laws, whichever is higher. Determining the useful life of an asset requires management to make estimates and judgments, and we will revise the depreciation charge where useful lives are different from those previously estimated, with the unamortized depreciable amount charged over the revised remaining useful life.

Product Warranty Expenses

We estimate our future liability for product warranties and record those amounts in our financial statements when products are sold. We establish our product warranty estimates using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidences based on corrective actions on product failures. We provide product warranties for our suspension, transmission and braking system products, but not for our die-casting products.

Impairment of Assets

We review the carrying amounts of our fixed assets annually to determine whether there is any indication that those assets suffered an impairment loss. If any indication of impairment exists, we estimate the recoverable amount of such assets and recognise impairment if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use, calculated on the basis of management's estimates and assumptions.

Provisions and Contingencies

We recognise a provision when we have a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which management can make a reliable estimate. Provisions, therefore, require management to make estimates and assumptions about the probability and amount of future outflows. Provisions (excluding retirement benefits) are not discounted to their present value, but are determined based on the best estimate required to settle the obligation at the balance sheet date. Management reviews these estimates at each balance sheet date and adjusts them to reflect management's current best estimates.

Transitioning from Indian GAAP to Ind AS

Pursuant to relevant regulations in India, we are required to report our financial results in accordance with new Indian accounting standards, Ind AS, from April 1, 2016 onwards. This Prospectus includes our audited financial statements for the three months ended June 30, 2016 and June 30, 2015 that have been audited in accordance with Ind AS. The transition from the prior applicable accounting standards, Indian GAAP to Ind AS has impacted and may continue to impact the levels of our revenues, expenses and profits. Set forth below is a reconciliation of our consolidated profit after tax as per our Ind AS audited financial statements for the three months ended June 30, 2016 to our consolidated profit after tax as per our Indian GAAP financial statements for the three months ended June 30, 2016:

Particulars	For the three months ended June 30, 2016		
	Previous GAAP	Effect of transition to Ind AS	Ind AS
		(₹ *in million*)	
Revenue from operations	15,407.73	(44.32)	15,363.41
Other income	110.00	(0.38)	109.62
Total revenue	15,517.73	(44.70)	15,473.03
Expenses:			
Cost of materials consumed	8,418.19	(8.74)	8,409.45
Purchases of stock-in-trade (traded goods)	24.87	-	24.87
Changes in stock of finished goods, work-in-progress and stock-in-trade (traded goods)	(323.64)	-	(323.64)
Excise duty on sale of goods	982.21	-	982.21
Employee benefits expense	1,416.89	(12.58)	1,404.31
Finance costs	102.23	1.99	104.22
Depreciation and amortisation expense	700.70	(16.74)	683.96
Other expenses	3,061.61	(39.66)	3,021.95
Total expenses	14,383.06	(75.73)	14,307.33
Profit before tax	1,134.67	31.03	1,165.70
Tax expense:			
Current tax	382.17	-	382.17
Deferred tax	(59.35)	11.28	(48.07)
Total tax expense	322.82	11.28	334.10
Profit for the period:	811.85	19.75	831.60
Profit for the period attributable to			
Owner of the company	811.85	19.75	831.60
Non-controlling interest	-	-	-
Other comprehensive income	**811.85**	**19.75**	**831.60**
Items that will not be reclassified to profit or loss:			
Remeasurements of defined benefit plans	-	(12.59)	(12.59)
Income-tax relating to items that will not be reclassified to profit or loss	-	4.16	4.16
Total	-	**(8.43)**	**(8.43)**
Items that may be reclassified to profit or loss:			
Exchange differences in translating the financial statements of foreign operations	-	**(3.91)**	(3.91)
Total	-	**(3.91)**	**(3.91)**
Total profit after tax	**811.85**	**7.41**	**819.26**

Set forth below is a reconciliation of our consolidated equity as per our Ind AS audited financial statements as at June 30, 2016 to our consolidated equity as per our Indian GAAP financial statements as at June 30, 2016:

Particulars	As on June 30, 2016		
	Previous GAAP	Effect on transition to Ind AS	Ind AS balance Sheet
		(₹ *in million*)	
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	16,112.97	(1,453.13)	14,659.84
(b) Capital work-in-progress	935.70	-	935.70
(c) Other Intangible assets	215.40	(142.07)	73.33
(d) Intangible assets under development	160.54	-	160.54
(e) Goodwill	1,481.37	(13.85)	1,467.52
(f) Financial Assets			
(i) Investments	10.20	-	10.20
(ii) Other Financial Assets	151.68	80.46	232.14

(f) Deferred tax assets (net)	304.83	(37.89)	266.94
(g) Other non-current assets	569.38	1,430.38	1,999.76
Total Non - Current Assets	**19,942.07**	**(136.10)**	**19,805.97**
Current assets			
(a) Inventories	4,602.80	0.01	4,602.81
(b) Financial Assets			
(i) Investments	281.32	17.54	298.86
(ii) Trade receivables	8,085.59	-	8,085.59
(iii) Cash and cash equivalents	2,158.94	-	2,158.94
(iv) Other Financial Assets	22.01	-	22.01
(c) Other current assets	1,030.24	3.49	1,033.73
Total Current Assets	**16,180.90**	**21.04**	**16,201.94**
Total Assets	**36,122.97**	**(115.06)**	**36,007.91**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	1,406.63	-	1,406.63
(b) Other Equity excluding non-controlling interests	13,978.06	(61.79)	13,916.27
Equity attributable to owners of the Company	15,384.69	(61.79)	15,322.90
Non-controlling interests	-	-	-
Total equity	**15,384.69**	**(61.79)**	**15,322.90**
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	3,961.71	(23.50)	3,938.21
(ii) Other financial liabilities	93.67	0.00	93.67
(b) Provisions	409.67	(4.74)	404.93
(c) Deferred tax liabilities (Net)	11.85	-	11.85
Total Non - Current Liabilities	**4,476.90**	(28.24)	**4,448.66**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	3,359.31	(2.59)	3,356.72
(ii) Trade payables	8,660.46	(4.65)	8,655.81
(iii) Other financial liabilities	2,685.07	47.42	2,732.49
(b) Provisions	163.68	(65.21)	98.47
(c) Other current liabilities	857.40	-	857.40
(d) Current Tax Liabilities (Net)	535.46	-	535.46
Total Current Liabilities	16,261.38	(25.03)	16,236.35
Total Equity and Liabilities..	**36,122.97**	**(115.06)**	**36,007.91**

For a discussion of the significant differences between Indian GAAP and Ind AS, please see "*Summary of Significant Differences between Indian GAAP and Ind AS*" on page 493 and "*Risk Factors – The transition to Ind-AS in India is very recent and there is no clarity on the impact of such transition on our Company. All income tax assessments in India will also be required to follow the Income Computation Disclosure Standards*" on page 48. *For detailed discussion on reconciliation of each relevant line item, see also "Notes Forming part of the Consolidated Financial Statements as on 30th June, 2016– Notes to reconciliations"* on page 451 of this Prospectus.

Results of Operations under Ind AS

With effect from April 1, 2016, we are required to prepare our financial statements in accordance with Ind AS. We set out below the comparison of our consolidated results of operations for the three months ended June 30, 2016 compared to the three months ended June 30, 2015, based on our consolidated financial statements that have been audited in accordance with Ind AS.

Our Ind AS audited total revenue consists of revenue from operations, including Excise Duty, net of other income.

Description of Income Items

Income

Our revenue comprises revenue from operations and other income.

Revenue from operations

We generate revenue from our operations primarily through the sale of goods, namely our die-casting (including alloy wheel), suspension, transmission and disc brake products to our customers. In addition, we also earn revenue from operations through the sale of scrap, export incentives rendering of services and wind power generation.

Other income

Our other income primarily consists of income from profit on sale of property, plant and equipment, interest received and miscellaneous income.

We disclosed geographical markets as our secondary segment, divided into India, Europe and other markets. The table below sets forth our Ind AS audited total revenue for Q1 FY2017 and Q1 FY2016, in absolute terms and as a percentage of total revenue, for our sales in India, Europe and our other markets.

	Q1 FY2017		Q1 FY2016	
	(₹in million)	*%*	*(₹in million)*	*%*
India	10,341.69	66.8%	9,499.52	69.1%
Europe	4,951.74	32.0%	4,089.24	29.7%
Other	179.60	1.2%	163.15	1.2%
Total	**15,473.03**	**100.0%**	**13,751.91**	**100.0%**

Description of Expenditure Items

Our Ind AS audited total expenditure consists of the following:

raw materials costs, which consists of the line items "cost of materials consumed", "purchases of stock-in-trade (traded goods)" and "changes in inventories of finish goods, work in progress and stock-in-trade" ("Raw Materials Costs"):

- cost of materials consumed primarily consists of the cost of raw materials that we use in the manufacture of our products, primarily aluminium and steel. We present our cost of material consumed net of the costs of material capitalised. We capitalise and depreciate our expenses involved in producing moulds for our own use (as opposed to those for our customers' use) in our manufacturing facilities, and as such do not include the raw materials consumed for manufacturing these moulds in our materials consumed line item;

- purchases of stock-in-trade (traded goods) primarily consist of the purchase of components and spare parts, mainly for front forks and friction plates, that we resell in our aftermarket segment;

- changes in inventories of finished goods, work-in-progress and stock-in-trade is the difference between our inventories at the start of the year and the end of the year;

- excise duty on sale of goods, which refers to excise duty paid with respect to products manufactured by our Indian operations on account of the sale of such products;

- employee benefits expense, which primarily consists of salaries and wages and to a lesser extent contributions to provident and other funds and staff welfare expenses;

- finance costs, which primarily consists of (i) interest expense on our fixed-period term loans, short term loans and factoring, (ii) other borrowing costs, such as discounting charges on commercial paper that we issue at a discount to face value but which we pay in full on maturity, (iii) net losses on foreign currency transactions and translation and (iv) other items, such as bank charges;

- depreciation and amortisation expense, primarily on our fixed assets; and

- other expenses, which primarily consist of power, water and fuel, processing charges that we pay to third parties in respect of certain work, generally for ancillary and/or non-critical functions that we outsource, stores and spares consumed, repairs and maintenance, labour charges, tools and instruments consumed, freight and other miscellaneous items.

The following table presents a breakdown of our total expenses for Q1 FY2017 and Q1 FY2016, in absolute terms and as a percentage of net total expenses.

	Q1 FY2017		**Q1 FY2016**	
	(₹in million)	*%*	*(₹in million)*	*%*
Cost of materials consumed.................	8,409.45	58.8%	7,734.00	60.5%
Purchases of stock-in-trade (traded goods)	24.87	0.2%	19.79	0.2%
Changes in stock of finished goods, work-in-progress and stock-in-trade (traded goods)..	(323.64)	(2.3)%	(317.72)	(2.5)%
Excise duty on sale of goods	982.21	6.9%	926.23	7.2%
Employee benefits expense	1,404.31	9.8%	1,230.88	9.6%
Finance costs..	104.22	0.7%	135.30	1.1%
Depreciation and amortisation expense	683.96	4.8%	548.76	4.3%
Other expenses	3,021.95	21.1%	2,500.39	19.6%
Total expenses....................................	**14,307.33**	**100%**	**12,777.63**	**100%**

Three months ended June 30, 2016 (consolidated, Ind AS audited) compared to the three months ended June 30, 2015 (consolidated, Ind AS audited)

The following table sets certain data from our statement of Ind AS audited consolidated profit and loss, in absolute terms and as a percentage of our total revenue, for the periods indicated:

	Q1 FY2017		**Q1 FY2016**	
	(₹in million)	*%*	*(₹in million)*	*%*
Revenue from operations..............	15,363.41	99.3%	13,636.42	99.2%
Other income...............................	109.62	0.7%	115.49	0.8%
Total Revenue	15,473.03	100.0%	13,751.91	100.0%
Expenses:				
Cost of materials consumed..........	8,409.45	54.3%	7,734.00	56.2%
Purchases of stock-in-trade (traded goods)	24.87	0.2%	19.79	0.1%
Changes in stock of finished goods, work-in-progress and stock-in-trade (traded goods)	(323.64)	(2.1)%	(317.72)	(2.3)%
Excise duty on sale of goods	982.21	6.3%	926.23	6.7%
Employee benefits expense	1,404.31	9.1%	1,230.88	9.0%
Finance costs................................	104.22	0.7%	135.30	1.0%
Depreciation and amortisation expense...	683.96	4.4%	548.76	4.0%
Other expenses	3,021.95	19.5%	2,500.39	18.2%
Total expenses............................	14,307.33	92.5%	12,777.63	92.9%
Profit before tax	1,165.70	7.5%	974.28	7.1%
Tax expense:				
Current tax	382.17	2.5%	234.25	1.7%
Deferred tax	(48.07)	(0.3)%	(23.50)	(0.2)%
Total tax expense........................	334.10	2.2%	210.75	1.5%
Profit for the period:	831.60	5.4%	763.53	5.6%
Profit for the period attributable to				
Owner of the company	831.60	5.4%	756.74	5.5%
Non-controlling interest	-	0.0%	6.79	0.0%
Other comprehensive income				
Items that will not be reclassified to profit or loss:				

	Q1 FY2017		Q1 FY2016	
	(₹in million)	*%*	*(₹in million)*	*%*
Remeasurements of defined benefit plans	(12.59)	(0.1)%	(4.38)	(0.0%)
Income-tax relating to items that will not be reclassified to profit or loss	4.16	0.0%	1.45	0.0%
Total	**(8.43)**	(0.1)%	**(2.93)**	(0.0%)
Items that may be reclassified to profit or loss:				
Exchange differences in translating the financial statements of foreign operations	(3.91)	(0.0%)	207.33	1.5%
Income-tax relating to items that will not be reclassified to profit or loss	-		-	
Total	(3.91)	(0.0%)	207.33	1.5%
Total comprehensive income for the period:	819.26	5.3%	967.93	7.0%
Earnings per equity share (nominal value per share Rs. 10 each), not annualised				
Basic and diluted (in Rs.)	**5.91**		**5.38**	

Revenue from operations

Our revenue from operations increased by 12.7% to ₹15,363.41 million for Q1 FY2017 from ₹13,636.42 million for Q1 FY2016, primarily as a result of increases in sales from our operations in Italy and our suspension and braking system business in India. These increases were partially contributed by a 7.7% appreciation in the Euro for purposes of consolidating our European revenues, which appreciated from ₹70.1416 per €1.00 for Q1FY2016 to ₹75.5246 Rupee per €1.00 for Q1 FY2017.

Expenses

Raw Materials Costs

Our Raw Materials Costs increased by 9.1% to ₹8,110.68 million for Q1 FY2017 from ₹7,436.07 million for Q1 FY2016, primarily as a result of the increase in sales of 12.7%.

Excise Duty

We paid 6.0% more in excise duty in Q1 FY2017 than Q1 FY2016, increasing to ₹982.21 million for Q1 FY2017 from ₹926.23 million for Q1 FY2016, which was primarily as a result of an increase in sales from our Indian operations.

Employee benefits expense

Our employee benefits expense increased by 14.1%, to ₹1,404.31 million in Q1 FY2017 from ₹1,230.88 million in Q1 FY2016, primarily as a result of an increase in our operations, particularly in Italy, and partially contributed by the 7.7% appreciation in the Euro for purposes of consolidating our European expenses and the impact of annual increments.

Finance costs

Our finance costs decreased by 23.0% to ₹104.22 million for Q1 FY2017 from ₹135.3 million for Q1 FY2016, primarily as a result of reduction in debt along with decreased cost of funds, particularly in India.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense increased by 24.6% to ₹683.96 million for Q1 FY2017 from ₹548.76 million for Q1 FY2016, primarily as a result of new fixed assets becoming operational during the period, particularly in Italy, and partially contributed by the 7.7% appreciation in the Euro for purposes of consolidating our European expenses.

Other Expenses

Our other expenses increased by 20.9% to ₹3,021.95 million for Q1 FY2017 from ₹2,500.39 million for Q1 FY2016, primarily as a result of an increased cost of tools and an increase in instruments consumed for our operation in Europe. Other expenses also increased due to our increased level of operations, which resulted in an increase in the number of stores, spares consumed, power consumption and fuel consumption and relevant costs associate with such increase. Freight and packing cost in our operation in India went up due to an increase in supplies for long distance customers.

Tax expense

Our tax expenses increased by 58.5% to ₹334.10 million for Q1 FY2017 from ₹210.75 million for Q1 FY2016. Our net tax expense consisted of ₹382.17 million in current tax expense and ₹48.07 million in deferred tax credits.

Total comprehensive income for the period

Primarily for the reasons stated above, our profit for the period decreased by 15.4%, to ₹819.26 million for Q1 FY2017 as compared to ₹967.93 million for Q1 FY2016.

Cash Flows (Ind AS audited)

The following table sets forth our consolidated cash flows for Q1 FY2017 and Q1 FY2016:

	Q1 FY2017	Q1 FY2016
	(₹in million)	
Net cash generated from/(used in) operating activities	569.55	1,282.25
Net cash generated from/(used in) investing activities	(1,343.76)	(1,238.61)
Net cash generated from/(used in) financing activities	1,258.94	313.37
Net increase/(decrease) in cash and cash equivalents	484.73	357.01

Cash in the form of cash in hand, cheques in hand, current accounts at banks, and balances held by banks as margin money against borrowings together represents our cash and cash equivalents.

Cash Flows from Operating Activities

Net cash flow from our operating activities was ₹569.55 million for Q1 FY2017. Our net profit before tax and minority interest was ₹1,165.70 million, which was adjusted for non-cash and other items in a net amount of ₹823.55 million, resulting in an operating profit before working capital changes of ₹1,989.25 million.

The following key adjustments were made to operating profit before working capital changes to arrive at cash flow from operating activities:

- an increase in trade receivables of ₹2,154.71 million for Q1 FY2017, partly on account of increase in revenue in Q1 FY2017 by approximately 12.5% on a quarter-on-quarter basis. In addition, we typically enter into factoring transactions towards the end of our financial year, rather than at the on a quarterly basis, as a result of which our trade receivables typically build up over the course of our financial year until we enter into our next factoring transactions;

- an increase in trade payables of ₹1,184.56 million, primarily on account of increased business volumes across all of our operations and extended credit terms for our European operations; and

- an increase in inventories of ₹535.80 million, primarily on account of higher business volume in India, commencement of our new plant at Sanand and higher raw material and component stocks as on June 30, 2016, particularly as a result of a large number of goods that were in transit either to be imported or to be transported as part of our production plants.

The cash generated from our operations decreased to ₹569.55 million for Q1 FY2017 from ₹1,282.25 million for Q1 FY2016. We paid net direct taxes of ₹147.38 million.

Cash Flows from Investing Activities

Net cash used in investing activities was ₹1,343.76 million during Q1 FY2017, which primarily consisted of payments for property, plant and equipment of ₹1,613.83 million. Our payments for property, plant and equipment in Q1 FY2017 were related to capacity expansion at our European operations, as well as capacity expansion in India. See "—Capital Expenditures" below.

Cash Flows from Financing Activities

Net cash generated from financing activities was ₹1,258.94 million during Q1 FY2017, which primarily consisted of proceeds from borrowings of ₹2,638.19 million, repayment of borrowings of ₹1,361.83 million, interest paid of ₹97.98 million and incentive received of ₹80.56 million.

Indebtedness (as per Ind AS audited financial statements)

The following table provides the types and amounts of our outstanding indebtedness as per our Ind AS audited financial statements as at June 30, 2016 for our Indian operations and our European operations:

	As at June 30, 2016		
	India	**Europe**	**Total**
		(₹ in million)	
Long-term borrowings (including current maturities):			
Term loans from banks			
Secured	895.20	1,669.18	2,564.38
Unsecured	-	1,423.54	1,423.54
Loans from others			
Unsecured			
Loan from public limited companies	365.03	-	365.03
Other Loans – sales tax deferral loan	220.90	-	220.90
Long term maturities of finance lease obligation	-	953.58	953.58
Deferred payment liability[(1)]	-	703.10	703.10
Total long-term borrowings	**1,481.13**	**4,749.40**	**6,230.53**
Short-term borrowings:			
Loans from banks			
Secured (including cash credit/working capital demand loans)	351.36	-	351.36
Unsecured	482.46	1,725.48	2,207.94
Loans from others			
Unsecured			
Commercial paper	797.42	-	797.42
Total short-term borrowings	**1,631.24**	**1,725.48**	**3,356.72**
Total borrowings	**3,112.37**	**6,474.88**	**9,587.25**

(1) Deferred payment liabilities relate to our acquisition of Endurance FOA, for which we are paying the remaining part of the purchase consideration in five yearly instalments from October 2014 through October 2019.

During Q1 FY2017, our other current liabilities increased by ₹105.12 million from ₹752.28 million in FY2016 to ₹857.40 million in Q1 FY2017 partly as a result of an increase in statutory remittances, which arose because of the indirect tax liabilities to be settled on or before March 31, 2016 as per relevant regulation. For a description of the other reasons that our current liabilities increased during Q1 FY2017, see "*Cash Flows From Operating Activities*" on page 485 of this Prospectus.

For further details regarding the loans to which we are a party, including their terms and interest rates, see "*Financial Indebtedness*" on page 455 of this Prospectus.

Contingent Liabilities (as per our Ind AS audited financial statements)

From time to time, we grant security over certain of our assets as collateral as well as issue corporate guarantees in respect of debt incurred by us. In addition, we also provide bank guarantees in respect of loans taken by our overseas Subsidiary and Joint Venture. Our contingent liabilities as per our Ind AS audited financial statements as at June 30, 2016 included the following:

Particulars	June 30, 2016
	(₹in million)
Export obligation under export promotion capital goods (EPCG scheme)………………………………………	1,714.88
Outstanding letters of credit	313.67
Guarantees given by Company's bankers	199.00
Standby letter of credit given by Company's bankers	2.67
Disputed excise demand[1]	47.62
Service tax matters[1]	17.01
Sales tax matters[1]	88.90
Income tax matters[1]	139.07
Employee related disputes[1]	24.75
Environment pollution control matters[2]	26.57
EOSRL's dispute with Italian tax authorities relating to registration taxes paid for acquisition of subsidiaries	33.77
Claim for joint liability on labour related litigation by subcontractors' employee	1.00
Total	**2,608.91**

(1) Future cash outflows, if any, in respect of these matters are determinable only on receipt of judgments or decisions pending at various stages before the appellate authorities. The management is of the opinion that the matters would be resolved in favour of our Company.

(2) NGT has directed Company to deposit ₹100 million for alleged inappropriate discharge of industrial effluents. NGT vide order dated July 8, 2016 instructed to refund ₹70 million against the deposit given, which was duly received on July 28, 2016.

Results of Operations under Indian GAAP

Description of Income Items

Our total revenue consists of gross revenue from operations, net of excise duty paid, and other income.

Revenue from operations (gross). Our gross revenue from operations consists primarily of aggregate revenues received from the sale of our products, and to a lesser extent job work receipts (which are services that we perform on parts given to us by our customers, rather than on parts we manufactured ourselves), as well as sales of scrap, export incentives that we receive and the sale of wind power from our wind farms.

Excise Duty. Excise duty refers to excise duty paid with respect to products manufactured by our Indian operations on account of the sale of such products.

Other Income. Our other income primarily consists of (i) recurring income such as (a) government incentives that we receive, (b) cash discounts, which we receive from a variety of sources including primarily where we make early payments to our suppliers or where we purchase instruments that we use for the payment of import duty, (c) interest income from bank deposits, (d) dividend income from long-term investments and (e) other miscellaneous items, as well as (ii) non-recurring items such as (a) net profit on the sale of fixed assets, (b) foreign exchange fluctuation gains, (c) income tax refunds and (d) other items.

We disclosed geographical markets as our secondary segment, divided into India, Europe and other markets. The table below sets forth our total revenue for Q1 FY2017, FY2016, FY2015 and FY2014, in absolute terms and as a percentage of total revenue, for our sales in India, Europe and our other markets.

	Q1 FY2017		FY2016		FY2015		FY2014	
	(₹in million)	*%*	*(₹in million)*	*%*	*(₹in million)*	*%*	*(₹in million)*	*%*
India	9,398.97	64.7%	35,594.51	67.5%	34,024.57	68.8%	30,191.52	71.2%
Europe	4,950.86	34.1%	16,145.16	30.6%	14,709.66	29.7%	11,190.11	26.4%
Other	179.59	1.2%	1,005.79	1.9%	760.15	1.5%	1,022.13	2.4%
Total	**14,529.42**	**100%**	**52,745.46**	**100%**	**49,494.38**	**100%**	**42,403.76**	**100%**

For purposes of our geographic segmentation, we allocate revenue between our Indian, European and other geographical segments based upon the destination of sale of the product, as required by Indian GAAP. For example, products that we manufacture in India but sell outside of India through our aftermarket division are included in the "other" line in the table below. However, for purposes of the year-on-year discussion below under the heading "*—Results of Operations*", when providing total revenue figures for each of our product segments in India and for our German and Italian operations, we present the figures based on the location of the manufacturing facility that produced the product.

Description of Expenditure Items

Our total expenditure consists of the following:

- Raw Materials Costs;
- employee benefits expense, which primarily consists of salaries and wages and to a lesser extent contributions to provident and other funds and staff welfare expenses.
- finance costs, which primarily consists of (i) interest expense on our fixed-period term loans, short term loans and factoring, (ii) other borrowing costs, such as discounting charges on commercial paper that we issue at a discount to face value but which we pay in full on maturity, (iii) net losses on foreign currency transactions and translation and (iv) other items, such as bank charges;
- depreciation and amortisation expense, primarily on our fixed assets; and
- other expenses, which primarily consist of power, water and fuel, processing charges that we pay to third parties in respect of certain work, generally for ancillary and/or non-critical functions, that we outsource, stores and spares consumed, repairs and maintenance, labour charges, tools and instruments consumed, freight and other miscellaneous items.

The following table presents a breakdown of our other expenses for Q1 FY2017, FY2016, FY2015 and FY2014, in absolute terms and as a percentage of net other expenses.

	Q1 FY2017		2016		2015		2014	
	(₹ in million)	*%*	*(₹ in million)*	*%*	*(₹ in million)*	*%*	*(₹ in million)*	*%*
Gross Other Expenses	3,082.85	100.8%	10,514.84	101.9%	9,360.55	101.7%	7,108.75	101.7%
Other expenses capitalized	(25.23)	(0.8%)	(193.99)	(1.9%)	(156.30)	(1.7%)	(120.95)	(1.7%)
Net Other Expenses	**3,057.62**	**100.0%**	**10,320.85**	**100.0%**	**9,204.25**	**100.0%**	**6,987.80**	**100.0%**
Power, water and fuel	571.53	18.7%	2,088.74	20.2%	2,115.04	23.0%	1,833.20	26.2%
Processing charges	520.38	17.0%	1,903.38	18.4%	1,503.28	16.3%	1,049.23	15.0%
Repairs and maintenance (including plant and machinery, buildings and general)	363.94	11.9%	1,297.01	12.6%	996.92	10.8%	754.06	10.8%
Stores and spares consumed	316.31	10.3%	1,056.86	10.2%	1,046.11	11.4%	849.28	12.2%
Labour charges	279.96	9.2%	927.54	9.0%	1,004.17	10.9%	649.78	9.3%
Tools and instruments consumed	341.94	11.2%	807.57	7.8%	611.19	6.6%	355.90	5.1%
Miscellaneous	663.56	21.7%	2,239.75	21.8%	1,927.54	21.0%	1,496.35	21.4%
Total	**3,057.62**	**100%**	**10,320.85**	**100.0%**	**9,204.25**	**100.0%**	**6,987.80**	**100.0%**

Results of Operations

The following table sets certain data from our statement of restated consolidated profit and loss, in absolute terms and as a percentage of our total revenue, for the periods indicated:

	Q1 FY2017		2016		2015		2014	
	(₹ in million)	*%*	*(₹ in million)*	*%*	*(₹ in million)*	*%*	*(₹ in million)*	*%*
Income:								
Revenue from operations (gross)	15,407.73	-	56,277.99	-	52,471.49	-	45,216.86	-
Less: Excise Duty	982.21	-	3,872.45	-	3,301.99	-	3,097.82	-
Revenue from operation (net)	14,425.52	99.3%	52,405.54	99.4%	49,169.50	99.3%	42,119.04	99.3%
Other income	103.90	0.7%	339.92	0.6%	324.88	0.7%	284.72	0.7%
Total Revenue	**14,529.42**	**100%**	**52,745.46**	**100%**	**49,494.38**	**100%**	**42,403.76**	**100.0%**
Expenses:								
Cost of materials consumed	8,418.19	57.9%	30,760.23	58.3%	30,497.94	61.6%	26,613.95	62.8%

	Q1 FY2017		2016		2015		2014	
	(₹ in million)	*%*	*(₹ in million)*	*%*	*(₹ in million)*	*%*	*(₹ in million)*	*%*
Purchases of stock-in-trade (traded goods)..........	24.87	0.2%	78.64	0.1%	63.05	0.1%	42.63	0.1%
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(323.64)	(2.2%)	(305.33)	(0.6%)	(849.48)	(1.7%)	(273.13)	(0.6%)
Employee benefits expense	1,416.89	9.8%	4,784.80	9.1%	4,205.66	8.5%	3,340.13	7.9%
Finance costs...........	102.23	0.7%	464.44	0.9%	509.99	1.0%	809.59	1.9%
Depreciation and amortisation expense	700.70	4.8%	2,505.50	4.8%	2,268.68	4.6%	2,077.94	4.9%
Other expenses.........	3,057.62	21.0%	10,320.85	19.6%	9,204.25	18.6%	6,987.80	16.5%
Total Expenses...........	**13,396.86**	**92.2%**	**48,609.13**	**92.2%**	**45,900.09**	**92.7%**	**39,598.91**	**93.4%**
Restated profit before extraordinary items, tax and minority interest........	**1,132.56**	**7.8%**	**4,136.33**	**7.8%**	**3,594.29**	**7.3%**	**2,804.85**	**6.6%**
Extraordinary items	-	-	-	-	-	-	48.28	0.1%
Restated profit before tax and minority interest........	**1,132.56**	**7.8%**	**4,136.33**	**7.8%**	**3,594.29**	**7.3%**	**2,756.57**	**6.5%**
Net tax expense	332.05	2.3%	1,213.48	2.3%	1,054.91	2.1%	704.36	1.7%
Restated profit before minority interest.......................	**800.51**	**5.5%**	**2,922.85**	**5.5%**	**2,539.38**	**5.1%**	**2,052.21**	**4.8%**
Share of minority interest........................	-	-	10.87	0.0%	15.60	0.0%	7.44	0.0%
Restated profit for the year......................	**800.51**	**5.5%**	**2,911.98**	**5.5%**	**2,523.78**	**5.1%**	**2,044.77**	**4.8%**

Q1 FY2017

Revenue from operations (gross)

Our gross revenue from operations was ₹15.407.73 million for Q1 FY2017, as further described below under "*—Total revenue*".

Excise Duty

We paid ₹982.21 million in excise duty in Q1 FY2017.

Revenue from operations (net)

Our net revenue from operations was ₹14,425.52 million for Q1 FY2017.

India

Castings and alloy wheels

Net revenue from operations from casting products (including alloy wheels) in India was ₹4,200.13 million for Q1 FY2017.

Braking systems

We had net revenue of from operations from braking systems in India of ₹700.06 million for Q1 FY2017.

Suspension

We had net revenue from operations from our suspension business in India of ₹3,511.26 million for Q1 FY2017.

Transmission

We had net revenue from operations from our transmission business in India of ₹777.20 million for Q1 FY2017.

Germany

We had net revenue from operations in Germany of ₹941.90 million in Q1 FY2017.

Italy

We had net revenue from operations in Italy of ₹3,818.46 million for Q1 FY2017.

Aftermarket

Net revenue from operations from our aftermarket segment was ₹474.04 million for Q1 FY2017.

Other income

Our other income was ₹103.90 million for Q1 FY2017.

Total revenue

Our total revenue was ₹14,529.42 million for Q1 FY2017.

Raw Materials Costs

Our Raw Materials Costs was ₹8,119.42 million for Q1 FY2017. See "—*Other Expenses*" below.

Employee benefits expense

Our employee benefits expense was ₹1,416.89 million in Q1 FY2017.

Finance costs

Our finance costs was ₹102.23 million for Q1 FY2017.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense was ₹700.70 million for Q1 FY2017.

Other Expenses

Our other expenses was ₹3,057.62 million for Q1 FY2017.

Restated profit before tax and minority interest

Our restated profit before tax and minority interest was ₹1,132.56 million in Q1 FY2017.

Net tax expense

Our net tax expenses was ₹332.05 million for Q1 FY2017.

Restated profit for the year

Our restated profit, after minority interest, was ₹800.51 million for Q1 FY2017.

FY2016 Compared to FY2015

Revenue from operations (gross)

Our gross revenue from operations increased by 7.3% to ₹56,277.99 million for FY2016 from ₹52,471.49 million for FY2015, primarily as a result of increases in sales from our Italian operations and our suspension business in India, which were partially offset by the weak Euro, each as further described below under "*—Total revenue*".

Excise Duty

We paid 17.3% more in excise duty in FY2016 than FY2015, increasing to ₹3,872.45 million for FY2016 from ₹3,301.99 million for FY2015. The excise duty that we paid in FY2016 increased faster than our gross revenues in FY2016 primarily due to the Government of India increasing excise duty in March 2015, as a result of which we experienced the full year impact of that increase during FY2016.

Revenue from operations (net)

Our net revenue from operations increased by 6.6% to ₹52,405.54 million for FY2016 from ₹49,169.50 million for FY2015, primarily as a result of (i) a 17.7% increase in net revenue from operations from our Italian operations and (ii) a 9.1% increase in net revenue from operations from our suspension business in India. These increases were partially offset by a 6.8% depreciation in the Euro for purposes of consolidating our European revenues, which depreciated from 77.5611 Rupee to the Euro for FY2015 to 72.2824 Rupee to the Euro for FY2016.

India

<u>Castings and alloy wheels</u>

Net revenue from operations from casting products (including alloy wheels) in India decreased marginally from, ₹17,238.26 million for FY2015 to ₹17,235.47 million for FY2016, due primarily to a decrease in the aluminium alloy prices, which was mostly offset by an increase in sales volumes of alloy wheels.

<u>Braking systems</u>

We had a 4.0% increase in net revenue from operations from braking systems in India from ₹2,339.18 million for FY2015 to ₹2,433.33 million for FY2016, mainly from increased sales volumes of hydraulic drum brake assemblies, which was partially offset by declining sales volumes of hydraulic disc brake assemblies.

<u>Suspension</u>

We had a 9.1% increase in net revenue from operations from our suspension business in India from ₹11,209.65 million for FY2015 to ₹12,224.16 million for FY2016, mostly due to increased sales volumes in both shock absorbers and front forks arising from higher demand from OEMs.

Transmission

We had an 11.7% increase in net revenue from operations from our transmission business in India from ₹2,559.54 million for FY2015 to ₹2,858.67 million for FY2016, mostly due to increased sales volume of clutch assemblies, which was partially offset by declining sales volume of CVTs.

Germany

We had a 6.4% decrease in net revenue from operations in Germany from ₹3,691.50 million in FY2015 to ₹3,455.30 million in FY2016, primarily due to the weakening of the Euro by 6.8%.

Italy

We had a 17.7% increase in net revenue from operations in Italy from ₹10,378.39 million for FY2015 to ₹12,211.15 million for FY2016 primarily due to increased sales volume arising from our acquisition of Endurance FOA. We acquired Endurance FOA on 1 October 2014, as a result of which FY2016 contains a full year of revenue from Endurance FOA, whereas FY2015 only includes revenue from Endurance FOA for part of the year. In addition, we also experienced organic sales volume growth in Italy. We experienced high growth in Italy despite the weakening of the Euro, which decreased by 6.8%.

Aftermarket

Net revenue from operations from our aftermarket segment increased by 12.9% from ₹1,748.55 million for FY2015 to ₹1,974.86 million for FY2016, primarily due to increased sales volumes of shock absorbers and braking systems.

Other income

Our other income remained relatively steady from FY2015 to FY2016, seeing an increase in Italy that was mostly offset by a decrease in India.

Total revenue

Our total revenue increased by 6.6% to ₹52,745.46 million for FY2016 from ₹49,494.38 million for FY2015, primarily as a result of the reasons described above.

Raw Materials Costs

Our Raw Materials Costs remained largely steady from FY2015 to FY2016, increasing by 2.8% to ₹30,533.54 million in FY2016 from ₹29,711.51 million in FY2015. This increase was primarily due to increased raw material expenditures in India, which increased largely in line with our total revenue in India. However, despite the increase in our Raw Materials Costs in absolute terms, as a percentage of total revenue our Raw Materials Costs decreased to 57.9% in FY2016 from 60.0% in FY2015. This decrease was primarily due to our Raw Material Costs coming down significantly in Europe as a percentage of total revenues, largely as a result of the full-year impact of our acquisition of Endurance FOA, which eliminated the mark-ups we were previously paying to Endurance FOA for raw materials that we purchased from them prior to the acquisition. However, while our acquisition of Endurance FOA has resulted in decreased Raw Materials Costs, some of this cost we now incur as other expenses. See "—*Other Expenses*" below.

Moreover, our product mix in Europe has tended towards more complex and higher margin products in recent years, thereby resulting in lower Raw Material Costs as a percentage of revenue.

Employee benefits expense

Our employee benefits expense increased by 13.8%, from ₹4,205.66 million in FY2015 to ₹4,784.80 million in FY2016, primarily as a result of the full-year impact of our acquisition of Endurance FOA in Italy, which significantly increased our headcount in Italy. In addition, our employee benefits expense in India increased due to increases in salaries of our salaried employees as well as contracted wage increases for some of our unionized employees per the terms of the relevant union agreements.

Finance costs

Our finance costs decreased by 8.9% to ₹464.44 million for FY2016 from ₹509.99 million for FY2015, primarily as a result of a ₹101.17 million decrease in interest expense on our fixed period term loans. This decrease was mainly due to decreased finance costs in India, which we were able to achieve largely due to decreased borrowing levels in India as well as our improved credit rating, which improved from CARE A+ (long-term)/CARE A1 (short-term) in August 2014 to CRISIL AA-/Stable (long-term)/CRISIL A1+ (short-term) in February 2015 to CRISIL AA-/Positive (long-term)/CRISIL A1+ (short-term) in August 2016. As such, in FY2016 we were able to access low cost funding through commercial paper. Our decreased finance costs in India were partially offset by increased finance costs in Europe, which were primarily due to increased borrowings in Europe in order fund our capital expenditure plans.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense increased by 10.4% to ₹2,505.50 million for FY2016 from ₹2,268.68 million for FY2015, primarily as a result of capital expenditures in Europe and the full year impact of our acquisition of Endurance FOA.

Other Expenses

Our other expenses increased by 12.1% to ₹10,320.85 million for FY2016 from ₹9,204.25 million for FY2015, primarily as a result of (i) an increase in our processing charges by 26.6% to ₹1,903.38 million for FY2016 from ₹1,503.28 million for FY2015, (ii) an increase in our repairs and maintenance expense by 30.1% to ₹1,297.01 million for FY2016 from ₹996.92 million for FY2015 and (iii) an increase in tools and instruments consumed by 32.1% to ₹807.57 million for FY2016 from ₹611.19 million for FY2015. These increases primarily resulted from the full year effects of our acquisition of Endurance FOA, and in the case of our increased processing charges, also from an increased use in Europe of outsourcing non-critical processes. These increases were partially offset by a decrease in labour charges by 7.6% to ₹927.54 million for FY2016 from ₹1,004.17 million for FY2015 resulting primarily from the increased use of outsourcing in Europe.

Restated profit before tax and minority interest

Our restated profit before tax and minority interest increased by 15.1% to ₹4,136.33 million in FY2016 from ₹3,594.29 million in FY2015, primarily as a result of the foregoing.

Net tax expense

Our net tax expenses increased by 15.0% to ₹1,213.48 million for FY2016 from ₹1,054.91 million for FY2015, which was largely in line with our 15.1% increase in restated profit before tax and minority interest. Our net tax expense consisted of ₹1,231.33 million in current tax expense and ₹17.85 million in deferred tax credits.

Restated profit for the year

Primarily for the reasons stated above, our restated profit, after minority interest, for the year increased by 15.4%, to ₹2,911.98 million for FY2016 as compared to ₹2,523.78 million for FY2015.

FY2015 Compared to FY2014

Revenue from operations (gross)

Our gross revenue from operations increased by 16.0% to ₹52,471.49 million for FY2015 from ₹45,216.86 million for FY2014, primarily as a result of (i) an increase in sales by our Italian operations largely as a result of our acquisitions Endurance FOA and Grana's engineering plastic components business, (ii) an increase in sales of suspension products in India, (iii) an increase in sales of casting products from our operations in India and (iv) higher aluminium costs, which get passed through to customers in the form of higher prices, which were partially offset by (i) the weak Euro, each as further described below under "*—Revenue from operations (net)*".

Excise Duty

We paid 6.6% more in excise duty in FY2015 than in FY2014, increasing to ₹3,301.99 million for FY2015 from ₹3,097.82 million for FY2014. The excise duty that we paid in FY2015 increased more slowly than our gross revenues in FY2015 primarily due to the Government of India reducing excise tax rates applicable to engine parts during FY2015, as well as increased revenue contributions from export sales and from our Pantnagar plant, in respect of each of which we pay no excise duty.

Revenue from operations (net)

Our net revenue from operations from operations increased by 16.7% to ₹49,169.50 million for FY2015 from ₹42,119.04 million for FY2014, primarily as a result of (i) a 33.7% increase in net revenue from operations from our Italian operations as a result of our acquisitions Endurance FOA and Grana's engineering plastic components business, (ii) a 12.6% increase in net revenue from operations in our suspension business in India, (iii) an 11.8% increase in net revenue from operations in our casting business in India and (iv) higher aluminium costs, which get passed through to customers in the form of higher prices. These increases were partially offset by a 4.4% depreciation in the Euro for purposes of consolidating our European revenues, which depreciated from 81.0951 Rupee to the Euro for FY2014 to 77.5611 Rupee to the Euro for FY2015.

India

Castings and alloy wheels

Net revenue from operations from casting products (including alloy wheels) in India increased by 12.6% from ₹15,311.02 million in FY2014 to ₹17,238.26 million in FY2015 arising mainly from higher volume of both castings and alloy wheels, as well as increased prices of aluminium, which we pass through to our customers. The increased net revenue from operations from higher sales volumes were reinforced by increased prices, mostly relating to increased aluminium costs, which get pass through to our customers in the form of higher prices.

Braking systems

We had a 26.7% increase in net revenue from operations from our braking systems business in India, from ₹1,845.61 million in FY2014 to ₹2,339.18 million in FY2015, arising mainly from increased sales volumes in all of the product categories, namely rotary brake discs, tandem master cylinder assemblies, hydraulic disc brake assemblies and hydraulic drum brake assemblies. These increases in sales volumes were partly reinforced by higher sales prices arising mostly from an increase in the cost of steel and other raw materials.

Suspension

We had a 12.6% increase in net revenue from operations at our suspension business in India, from ₹9,952.58 million in FY2014 to ₹11,209.65 million in FY2015, arising mainly from increased sales volumes of shock absorbers and front forks for two-wheelers and three-wheelers, which were partly offset by decreased sales volumes of shock absorbers in the four-wheeler passenger segment. These increases in sales volumes were reinforced by higher sales prices arising mostly from the higher cost of aluminium.

Transmission

We had a 0.6% decrease in net revenue from operations from our transmission business in India, from ₹2,574.16 million in FY2014 to ₹2,559.54 million in FY2015, resulting primarily from a decrease in net revenue from operations from the sale of loose parts, and to a lesser extent decreases in revenue from the sale of friction plates. These were partially offset by higher revenue from the sale of clutch assemblies, which increased despite a decrease in sales volumes of clutch assemblies, largely due to the increased cost of aluminium and an improving product mix.

Germany

In Germany, our net revenue from operations increased by 14.5%, from ₹3,225.14 million in FY2014 to ₹3,691.50 million in FY2015, mainly due both to increased sales volume and increased prices resulting largely from the increased cost of aluminium. We experienced strong growth in Germany despite the 4.4% depreciation of the Euro against the Rupee.

Italy

In Italy, our net revenue from operations increased by 33.7%, from ₹7,761.62 million in FY2014 to ₹10,378.39 million in FY2015, mainly due to our acquisitions of Endurance FOA on 1 October 2014 and the engineering plastics business of Grana with effect from 1 April 2014. These increases were partially offset by the 4.4% depreciation of the Euro against the Rupee.

Aftermarket

Net revenue from operations at our aftermarket segment increased by 22.5%, from ₹1,427.27 million in FY2014 to ₹1,748.55 million in FY2015, mainly due to increased sales volumes of shock absorbers, front forks and braking systems.

Other Income

Other income increased by 14.1% to ₹324.88 million in FY2015 from ₹284.72 million in FY2014 primarily due to an ₹88.49 million increase in governments incentives that we received and a ₹72.55 million increase in net profit on the sale of fixed assets, which were partially offset by a ₹61.82 million decrease in interest income on fixed deposits with banks.

Total revenue

Our total revenue increased by 16.7% to ₹49,494.38 million for FY2015 from ₹42,403.76 million for FY2014, primarily as a result of the reasons described above.

Raw Materials Costs

Our Raw Materials Costs increased by 12.6% to ₹29,711.51 million in FY2015 from ₹26,383.45 million in FY2014. This increase was largely in line with our 16.7% increase in revenue, and was mainly the result of increased raw material prices, particularly for aluminium. Despite the increase in our raw material costs in absolute terms, as a percentage of total revenues our Raw Materials Costs decreased to 60.0% in FY2015 from 62.2% in FY2014. This decrease was primarily due to our Raw Material Costs coming down significantly in Europe as a percentage of total revenues, largely as a result of our acquisition of Endurance FOA, which eliminated the mark-ups we were previously paying to Endurance FOA for raw materials that we purchased from them prior to the acquisition. However, while our acquisition of Endurance FOA has resulted in decreased Raw Materials Costs, many of these costs we now experience as other expenses. See "*—Other Expenses*" below.

Moreover, our product mix in Europe has tended towards more complex and higher margin products in recent years, thereby resulting in lower Raw Material Costs as a percentage of revenue.

Employee benefits expense

Our employee benefits expense increased by 25.9% to ₹4,205.66 million in FY2015 from ₹3,340.13 million in FY2014, primarily as a result of our acquisitions of Endurance FOA and Grana's engineering plastic components business in Italy, which significantly increased our headcount in Italy. Our headcount in Italy increased from 176 as at 31 March 2014 to 438 as at 31 March 2015. In addition, we also had increased employee costs in India, as a result of increases in salaries of our salaried employees as well as contracted wage increases for some of our unionized employees per the terms of the relevant union agreements.

Finance costs

Our finance costs decreased by 37.0% to ₹509.99 million for FY2015 from ₹809.59 million for FY2014, primarily as a result of decreased finance costs in India, largely on account of our repayment and/or refinancing of high-cost loans, as well as a decrease in our net loss on foreign currency transaction and translation arising from low volatility in the Rupee-to-US dollar exchange rate and our availment of Euro-denominated loans to manage our foreign exchange exposure. Our decreased finance costs in India were partially offset by higher finance costs in Europe, which arose mainly due to increased borrowings to fund our European growth.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense increased by 9.2% to ₹2,268.68 million for FY2015 from ₹2,077.94 million for FY2014, primarily as a result of capital expenditures at our European subsidiaries and our acquisitions of Endurance FOA and Grana's engineering plastic components business.

Other Expenses

Our other expenses increased by 31.7% to ₹9,204.25 million for FY2015 from ₹6,987.80 million for FY2014, primarily as a result of (i) an increase in our processing charges by 43.3% to ₹1,503.28 million for FY2015 from ₹1,049.23 million for FY2014, (ii) an increase in labour charges by 54.5% to ₹1,004.17 million for FY2015 from ₹649.78 million for FY2014, (iii) an increase in power, water and fuel expenses by 15.4% to ₹2,115.04 million for FY2015 from ₹1,833.20 million for FY2014, (iv) an increase in tools and instruments consumed by 71.7% to ₹611.19 million for FY2015 from ₹355.90 million for FY2014, and (v) an increase in our repairs and maintenance expense by 32.2% to ₹996.92 million for FY2015 from ₹754.06 million for FY2014. These increases were primarily a result of our acquisition of Endurance FOA and of Grana's engineering plastic components business.

Extraordinary items

Our extraordinary expenses decreased to nil in FY2015 from ₹48.28 million in FY2014. In FY2014 we incurred extraordinary expenses relating to our Italian operations, which represent provisions that we made in respect of the amounts that we expected to pay as separation costs and employee severance indemnities for employees terminated in connection with an approved restructuring plan.

Restated profit before tax and minority interest

Our restated profit before tax and minority interest increased by 30.4% to ₹3,594.29 million in FY2015 from ₹2,756.57 million in FY2014, primarily as a result of the foregoing.

Net tax expense

Our net tax expenses increased by 49.8% to ₹1,054.91 million for FY2015 from ₹704.36 million for FY2014. Our net tax expense consisted of ₹1,128.92 million in current tax expense and ₹74.01 million in deferred tax credits.

Restated profit for the year

Primarily for the reasons stated above, our restated profit, after minority interest, for the year increased by 23.4%, to ₹2,523.78 million for FY2015 as compared to ₹2,044.77 million for FY2014.

Liquidity and Capital Resources

Cash Flows

The following table sets forth our consolidated cash flows for Q1 FY2017, FY2016, FY2015 and FY2014:

	Q1 FY2017	2016	2015	2014
		(₹in million)		
Net cash generated from/(used in) operating activities	569.56	6,848.18	4,133.17	5,689.55
Net cash generated from/(used in) investing activities	(1,343.77)	(5,456.19)	(2,987.65)	(2,118.21)
Net cash generated from/(used in) financing activities	1,258.94	(636.49)	(1,387.96)	(3,769.95)
Net increase/(decrease) in cash and cash equivalents	484.73	755.50	(242.44)	(198.61)

Cash in the form of cash in hand, cheques in hand, current accounts at banks, and balances held by banks as margin money against borrowings together represents our cash and cash equivalents.

Cash Flows from Operating Activities

Q1 FY2017

Net cash flow from our operating activities was ₹569.56 million for Q1 FY2017. Our restated profit before tax and minority interest was ₹1,132.56 million, which was adjusted for non-cash and other items in a net amount of ₹855.22 million, resulting in an operating profit before working capital changes of ₹1,987.78 million.

The following key adjustments were made to operating profit before working capital changes to arrive at cash flow from operating activities:

- an increase in trade receivables of ₹2,151.17 million for Q1 FY2017, primarily on account of increase in revenue in Q1 FY2017 by approximately 13% on quarter on quarter basis and no transaction of off-balance sheet financing of receivable without recourse in India;

- an increase in trade payables of ₹1,179.96 million, primarily on account of increase in business volume and higher credit at Europe; and

- an increase in inventories of ₹535.80 million, primarily on account of higher business volume in India, commencement of new plant at Sanand and higher Raw Material & component stocks (particularly goods in transit) at a particular date.

The cash generated from our operations was ₹716.94 million for Q1 FY2017. We paid net direct taxes of ₹147.38 million.

FY2016

Net cash flow from our operating activities was ₹6,848.18 million for FY2016. Our restated profit before tax and minority interest was ₹4,136.33 million, which was adjusted for non-cash and other items in a net amount of ₹3,491.40 million, resulting in an operating profit before working capital changes of ₹7,627.73 million.

The following key adjustments were made to operating profit before working capital changes to arrive at cash flow from operating activities:

- an increase in trade payables of ₹421.42 million for FY2016, primarily on account of the depreciation of the Rupee from 67.5104 to the Euro as at March 31, 2015 to 75.0955 as at March 31, 2016;

- an increase in other current liabilities of ₹321.38 million, primarily on account of increased (i) payables on the purchase of fixed assets, due to purchases of fixed assets in the later part of FY2016, in which part of the payment remains outstanding, and due to deferred payment for fixed assets that were delivered, as we typically pay the part of the outstanding payments when the fixed assets are installed and when the plant is commissioned, (ii) advances from customers, which related to our aftermarket segment, as we typically ship products only after receiving payment, and also (iii) for dies, as we generally receive advance payments from customers for dies that we produce or equipments that we dispose (see "—*Capital Expenditure*" on page 488 of this Prospectus); and

- an increase in inventories of ₹209.22 million, primarily on account of the depreciation of the Rupee.

The cash generated from our operations increased to ₹7,898.07 million for FY2016 from ₹5,220.95 million for FY2015. We paid net direct taxes of ₹1,049.89 million.

FY2015

Net cash flow from our operating activities was ₹4,133.17 million for FY2015. Our restated profit before tax and minority interest was ₹3,594.29 million, which adjusted for non-cash and other items in a net amount of ₹2,474.08 million, resulting in an operating profit before working capital changes of ₹6,068.37 million.

The following key adjustments were made to operating profit before working capital changes to arrive at cash flow from operating activities:

- a decrease in trade receivables of ₹2,058.84 million, primarily on account of our acquisition of Endurance FOA, as we had been purchasing raw castings from FOA prior to the acquisition, and on acquisition of Endurance FOA the trade receivables were eliminated. The decrease in trade receivables was also partly due to a decrease in trade receivables in India, as well as the appreciation of the Rupee against the Euro from 82.5765 to the Euro for FY2014 to 67.5104 to the Euro for FY2015;

- a decrease in trade payables of ₹1,657.13 million, primarily on account of our acquisition of Endurance FOA;

- an increase in inventories of ₹717.76 million for FY2015, primarily on account of the growth of our business in India and our acquisition of Endurance FOA, which were partially offset by a decrease in inventories due to the decrease in the Euro-to-Rupee exchange rate; and

- an increase in short term loans and advances of ₹449.03 million on account of increased balances with Central Excise, customs and port trusts.

The cash generated from our operations decreased to ₹5,220.95 million for FY2015 from ₹ 6,484.37 million for FY2014. We paid net direct taxes of ₹1,087.78 million.

<u>FY2014</u>

Net cash flow from our operating activities was ₹5,689.55 million for FY2014. Our restated profit before tax and minority interest (before extraordinary item) was ₹2,804.85 million, which was adjusted for non-cash and other items in a net amount of ₹3,274.13 million, resulting in an operating profit before working capital changes of ₹6,078.98 million.

The following key adjustments were made to operating profit before to working capital changes to arrive at cash flow from operating activities:

- an increase in trade payables of ₹1,519.49 million, primarily on account of organic growth in our European business as well as our acquisition of Grana's engineering plastics business and depreciation of the Rupee to 82.5765 to the Euro as at March 31, 2014 from 69.5438 as at March 31, 2013.

- an increase in trade receivables of ₹534.54 million, primarily on account of the depreciation in the Rupee; and

- an increase in inventories of ₹404.28 million, primarily on account of the growth in our business in India and the depreciation of the Rupee against the Euro.

The cash generated from our operations increased to ₹6,484.37 million for FY2014 from ₹4,126.90 million for FY2013. We paid net direct taxes of ₹794.82 million.

Cash Flows from Investing Activities

Net cash used in investing activities was ₹1,343.77 million during Q1 FY2017, which primarily consisted of capital expenditure on fixed assets of ₹1,613.83 million. Our primary capital expenditures on fixed assets in Q1 FY2017 were related to capacity expansion at our European operations, as well as capacity expansion and office space in India. See "—Capital Expenditures" below.

Net cash used in investing activities was ₹5,456.19 million during FY2016, which primarily consisted of capital expenditure on fixed assets of ₹5,242.93 million. Our primary capital expenditures on fixed assets in FY2016 were related to capacity expansion at our European operations, as well as capacity expansion in India, in particular for our casting and suspension segments. See "—Capital Expenditures" below.

Net cash used in investing activities was ₹2,987.65 million during FY2015, which primarily consisted of capital expenditure on fixed assets of ₹3,554.45 million. Our primary capital expenditures on fixed assets in FY2015 were related to capacity expansion at our European operations, as well as capacity expansion in India, in particular for our casting segment. See "—Capital Expenditures" below.

Net cash used in investing activities was ₹2,118.21 million during FY2014, which primarily consisted of capital expenditure on fixed assets of ₹2,595.18 million. Our primary capital expenditures on fixed assets in FY2014 were related to capacity expansion in India, in particular for our casting and suspension segments, as well as capacity expansion at our European operations. See "—Capital Expenditures" below.

Cash Flows from Financing Activities

Net cash generated from financing activities was ₹1,258.94 million during Q1 FY2017, which primarily consisted of proceeds from borrowings (net of repayments of borrowings) of ₹1,276.36 million, finance costs of ₹97.98 million and incentive received of ₹80.56 million.

Net cash used in financing activities was ₹636.49 million during FY2016, which primarily consisted of finance costs of ₹461.24 million, dividends of ₹296.27 million and repayments of borrowings (net of proceeds from borrowings) of ₹14.73 million. Notwithstanding that our repayment of borrowings (net of proceeds from borrowings) was only ₹14.73 million, our total borrowings on our balance sheet nevertheless increased by 6.7% during FY2016, from ₹7,774.08 as at March 31, 2015 to ₹8,295.41 as at March 31, 2016, primarily as a result of the depreciation of the Rupee from 67.5104 to the Euro as at March 31, 2015 to 75.0955 as at March 31, 2016, as a result of which our European borrowings increased in Rupee terms on consolidation of our financial statements.

Net cash used in financing activities was ₹1,387.96 million during FY2015, which primarily consisted repayments of borrowings (net of proceeds from borrowings) of ₹816.71 million, finance costs of ₹523.96 million and dividends of ₹64.37 million.

Net cash used in financing activities was ₹3,769.95 million during FY2014, which primarily consisted of repayments of borrowings (net of proceeds from borrowings) of ₹2,897.02 million, finance costs of ₹830.04 million and dividends of ₹42.89 million. In particular, our short-term borrowings decreased by ₹3,094.23 million during FY2014, primarily as a result of (i) our taking a ₹930.0 million long-term loan to repay short-term loans, (ii) the amalgamation of HTTS, our wholly-owned subsidiary, in connection with which we used surplus cash to repay short-term loans, and (iii) proactive cash flow management and an effort to use our profits from operations towards repaying short-term loans.

Indebtedness

The following table provides the types and amounts of our outstanding indebtedness as at June 30, 2016 for our Indian operations and our European operations:

	As at June 30, 2016		
	India	**Europe**	**Total**
		(₹in million)	
Long-term borrowings (including current maturities):			
Term loans from banks			
Secured	828.16	1,680.34	2,508.50
Unsecured	-	1,423.53	1,423.53
Loans from others			
Unsecured			
Long term maturities of finance lease obligation	-	953.58	953.58
Loan from public limited companies	365.03	-	365.03
Deferred sales tax loan	220.90	-	220.90
Deferred payment liability[(1)]	-	735.07	735.07
Total long-term borrowings	**1,414.09**	**4,792.52**	**6,206.61**
Short-term borrowings:			
Loans from banks			
Secured	351.35	-	351.35
Unsecured	1,282.46	1,725.48	3,007.94
Total short-term borrowings	**1,633.81**	**1,725.48**	**3,359.29**
Total borrowings	**3,047.90**	**6,518.00**	**9,565.90**

(1) Deferred payment liabilities relate to our acquisition of Endurance FOA, for which we are paying the remaining part of the purchase consideration in five yearly instalments from October 2014 through October 2019.

During FY2016, our other current liabilities increased by ₹968.26 million from ₹3,003.39 million in FY2015 to ₹3,971.65 million in FY2016 partly as a result of an increase in current maturities of long-term loans and finance lease obligations, which arose because of the repayment schedules of our borrowings. For a description of the other reasons that our current liabilities increased during FY2016, see "*Cash Flows From Operating Activities*" on page 485 of this Prospectus.

For further details regarding the loans to which we are a party, including their terms and interest rates, see "*Financial Indebtedness*" on page 455 of this Prospectus.

Contractual Obligations and Commercial Commitments

The following table summarises our contractual obligations and commitments as at June 30, 2016:

	Payment due by period			
	Less than 1 year	**1-2 years**	**More than 2 years**	**Total**
		(₹in million)		
Long-term borrowings (including current maturities)	2,050.65	1,435.98	1,766.40	5,253.03
Short-term borrowings	3,359.29	-	-	3,359.29
Finance lease obligations	194.25	127.59	631.74	953.58
Trade payables	8,660.46	-	-	8,660.46
Total	**14,264.65**	**1,563.57**	**2,398.14**	**18,226.36**

Capital Expenditure

Historical capital expenditure

The following table sets forth our gross fixed asset additions in India and in Europe, by category of expenditure, for each of the periods indicated below. These assets preliminary relate to the expansion and maintenance of our manufacturing facilities.

	India				**Europe**				**Total**			
	Q1 FY2017	**FY2016**	**FY2015**	**FY2014**	**Q1 FY2017**	**FY2016**	**FY2015**	**FY2014**	**Q1 FY2017**	**FY2016**	**FY2015**	**FY2014**
						(₹in million)						
Tangible Assets												
Leasehold land	-	22.90	-	120.78	-	-	-	-	-	22.90	-	120.78
Freehold land	-	46.63	55.64	131.26	-	17.58	98.47	-	-	64.21	154.11	131.26
Buildings	191.84	215.87	53.83	23.78	6.70	242.38	151.10	-	198.54	458.25	204.93	23.78
Plant and equipment	352.40	1,767.81	1,095.87	1,409.70	538.51	2,564.42	1,318.84	906.61	890.91	4,332.23	2,414.71	2,316.31
Computers	6.65	30.85	36.51	8.82	0.58	10.46	5.99	2.18	7.23	41.31	42.50	11.00
Electrical fittings	1.69	16.15	2.16	3.48	-	-	-	-	1.69	16.15	2.16	3.48
Vehicles	0.77	24.58	36.07	21.82	1.27	23.73	41.39	15.83	2.04	48.31	77.46	37.65
Furniture and fixtures	3.03	20.85	4.46	5.26	0.24	3.98	4.11	0.76	3.27	24.83	8.57	6.02
Office equipment	2.59	21.97	19.31	11.17	-	-	-	-	2.59	21.97	19.31	11.17
Total	**558.97**	**2,167.61**	**1,303.85**	**1,736.07**	**547.30**	**2,862.55**	**1,619.90**	**925.38**	**1,106.27**	**5,030.16**	**2,923.75**	**2,661.45**
Intangible Assets												
Technical know-how	-	9.50	-	21.96	-	-	-	-	-	9.50	-	21.96
Software	6.43	33.18	22.27	20.34	0.26	5.89	3.64	1.10	6.69	39.07	25.91	21.44
Total	**6.43**	**42.68**	**22.27**	**42.30**	**0.26**	**5.89**	**3.64**	**1.10**	**6.69**	**48.57**	**25.91**	**43.40**
Total	**565.40**	**2,210.29**	**1,326.12**	**1,778.37**	**547.56**	**2,868.44**	**1,623.54**	**926.48**	**1,112.96**	**5,078.73**	**2,949.66**	**2,704.85**

Note: The figures in the above table exclude the impact of exchange fluctuations.

In Europe, our capital expenditures since FY2014 have primarily related to expansion of our capacity at Endurance Fondalmec, and to a lesser extent at Endurance FOA and Endurance Amann. We have made these capital expenditures largely in order to grow our business with various of our key customers in Europe, such as FCA Italy S.p.A., such as through the purchase of new high-pressure die casting machines and CNC machines and the construction of a new facility in Massenbachhausen. Additionally, our capital expenditure at Endurance FOA has related to expanding our foundry capacity, so that we can produce more of the raw materials that we use in our other manufacturing activities.

Planned capital expenditure

In FY2017, we expect to incur planned capital expenditures of approximately ₹2,718.5 million in India and approximately ₹1,250 million in Europe. Mostly for capacity expansion, as well as on general capital expenditures, such as IT, efficiency and productivity improvements, and other items. Our actual capital expenditures may differ from this amount due to various factors, including our business plan, our financial performance, market conditions, our outlook for future business conditions, and changing governmental regulations. To the extent that we do not generate sufficient cash from our operations to meet our working capital needs and execute our capital expenditure plans, we may need to revise our capital expenditure plans or seek additional debt or equity financing.

Contingent Liabilities

From time to time, we grant security over certain of our assets as collateral as well as issue corporate guarantees in respect of debt incurred by us. In addition, we also provide bank guarantees in respect of loans taken by our overseas Subsidiary and Joint Venture. Our contingent liabilities as at June 30, 2016 included the following:

Particulars	**June 30, 2016**
	(₹in million)
Export obligation under export promotion capital goods (EPCG scheme)	1,714.88
Outstanding letters of credit	313.67
Guarantees given by company's bankers	199.00
Standby letter of credit given by company's bankers	2.67
Disputed excise demand	47.62
Service tax matters	17.01
Sales tax matters	88.90
Income tax matters	139.07
Employee related disputes	24.75
Environment pollution control matters	26.57
Relating to registration taxes paid for acquisition of subsidiaries	33.77
Claim for joint liability on labour related litigation by subcontractors' employee	1.00
Total	**2,608.91**

Off-Balance Sheet Arrangements

In order to manage our working capital requirements and our exposure to credit risk, we enter into factoring arrangements through which we sell receivables to third parties without recourse to our Group. To enter into these arrangements, we pay our counterparty interest calculated as a percentage of the value of receivables they purchase. While our use of factoring in India has stayed relatively steady over the last three years, we have increasingly used factoring in Europe. Because the sale of receivables to third parties transfers the risk and reward of those assets to the third parties, they are off-balance sheet items.

Aside from these factoring arrangements, we do not have any off-balance sheet arrangements.

Significant Post-Balance Sheet Events

Except as disclosed in this Prospectus, we are not aware of any circumstances that have arisen since June 30, 2016, that materially and adversely affect, or are likely to affect, our operations or profitability, the value of our assets, or our ability to pay our liabilities within the next 12 months.

Quantitative and Qualitative Disclosure about Market Risk

We are, during the normal course of business, exposed to various types of market risks. Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk and commodity risk. We are exposed to interest rate risk, commodity risk, foreign exchange risk, inflation risk and credit risk in the normal course of our business.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to the fluctuation of the prevailing market interest rates relating to our bank borrowings and certain other borrowings, as well as to our bank deposits.

We currently have floating rate indebtedness, which constitutes a majority of our borrowings, and we also maintain deposits of cash and cash equivalents with banks and other financial institutions. Moreover, the interest rates on certain of our indebtedness are subject to periodic resets. Fluctuations in interest rates or resets may increase the cost of both existing and new debts. Such changes in interest rates may affect our debt service obligations and our access to funds.

For further information, please refer to "*Financial Indebtedness*" on page 455 of this Prospectus.

Commodity Risk

We are exposed to risks in respect of price availability of certain raw materials, which are used as key inputs in our production process. The automotive industry has experienced significant volatility with respect to raw materials prices in the recent past, primarily in ferrous and non-ferrous metals. Historically, as a practice, we have passed on an increase in the cost of metals, especially aluminium and steel to our customers. However, our cash flows may still be adversely affected because of any gap in time between the date of procurement of those primary raw materials and the date on which we can reset the component prices for our customers to account for the increase in the prices of such raw materials.

For more details on commodity risk, see "*– Significant Factors Affecting our Results of Operations – Operating Costs, Efficiencies and Raw Material Costs*" on page 464 of this Prospectus.

Foreign Exchange Risk

Changes in currency exchange rates influence our results of operations. While we report our consolidated financial results in Indian Rupees, certain portions of our income and expenses are generated or incurred in other currencies, such as the Euro and the U.S. Dollar. Moreover, our Italian and German subsidiaries primarily undertake their operations in Euro and report their financial results in Euro, which is then translated to Rupees for purposes of consolidation. Thus, a change in the Euro-to-Rupee exchange rate will impact the carry value of our European operations' assets and liabilities on our balance sheet, as well as the value of revenues and expenses from our European operations.

As at June 30, 2016, in India, we had ₹828.16 million of long-term foreign currency borrowings outstanding, out of which ₹114.10 million was un-hedged. For our Indian operations, we enter into forward contracts, in order to cover our foreign currency exposure, especially in case of trade transactions and capital goods that we import. We also currently use derivative instruments to modify the nature of our exposure to foreign currency fluctuations, mainly to foreign currency loans, so as to manage our foreign exchange risk. As we hedge the majority of our foreign currency borrowings in India, we do not have material exposure to exchange rate movements on our Indian loan portfolio. In Europe, we only borrow in Euro, which is our functional currency, and as such our loan portfolio in Europe is not exposed to foreign exchange rate movements.

For more details on foreign exchange risk, see "*– Significant Factors Affecting our Results of Operations – Exchange Rates*" on page 465 of this Prospectus.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily from trade receivables. We typically have credit terms of 30 to 60 days with our customers in India and of 30 to 120 days with our customers in Europe. Most of our largest customers have high credit ratings, which helps to mitigate credit risk.

We are exposed to credit risk on monies owed to us by our customers. As at June 30, 2016, we had trade receivables of ₹8,085.59 million, a significant portion of which was due from our largest customers, Bajaj, FCA Italy S.p.A. and Royal Enfield. If our customers do not pay us promptly, or at all, we may have to make provisions for or write off such amounts. As at June 30, 2016, ₹29.23 million was provided for doubtful debts.

Known Trends or Uncertainties

In addition to the other factors and trends discussed in this section, we also expect that the success or failure of the monsoon will have a material impact on our financial condition and results of operations, as the monsoon impacts the strength of the Indian economy and demand for automobiles, and consequently demand for our products.

Except as described in this section and "Risk Factors", to our knowledge, there are no trends or uncertainties that have had, or are expected to have, a material impact on our business or results of operation.

Seasonality

Our financial condition and results of operations may be affected by seasonal factors. For example, inclement weather, including during the monsoon season, may delay or disrupt production and shipment of our goods. Further, some of our customers may have businesses, which may be seasonal in nature, and a downturn in demand for our products by such customers could reduce our revenue during such periods. For example, the automobile industry generally produces and sells their vehicles on an annual basis. A particular model may receive upgrades for the upcoming year and such upgrades may or may not utilize our automotive components. Moreover, we typically see an increase in sales during festive periods such as Diwali, particularly for two-wheeler components. Furthermore, automobile sales typically slow towards the end of the year prior to manufacturers introducing new models.

As a result of the above factors, we generally expect to experience our best financial results during the second or third quarter of our fiscal year, depending primarily on the timing of Diwali.

Unusual or Infrequent Events or Transactions

Other than as described in this section and the sections of this Prospectus entitled "*Business*", "*Risk Factors*" and "*History and Certain Corporate Matters—Material Agreements*" on pages 145, 17 and 192, there have been no events or transactions which may be described as "unusual" or "infrequent".

Significant economic changes that materially affected or are likely to affect revenue from operations

Other than as described in this section and the sections of this Prospectus entitled "*Business*", "*Risk Factors*" and "*Industry*" on pages 145, 17 and 116, there have been no significant economic changes that materially affected or are likely to affect income from continuing operations.

Material Increases in Net Revenues and Sales

Material increases in our net revenues and sales are primarily due to the reasons described in *"--Results of Operations*" above on page 476.

Total Turnover of Each Major Industry Segment in Which our Company Operated

We operate only in one industry segment (the auto-component manufacturing industry). Turnover data for this industry is not available to us.

Future Relationships between Costs and Income

Other than as described in this section and the sections of this Prospectus entitled "*Business*" and "*Risk Factors*" on pages 145 and 17, respectively, there are no known factors which will have a material adverse impact on our operations or finances.

New Product or Business Segments

Other than as described in the section of this Prospectus entitled "*Business*" on page 145, there are no new products or business segments in which we operate.

Competitive Conditions

For a description of the competitive conditions in which we operate, see the section of this Prospectus entitled "*Business—Competition*" and "*Industry*" on pages 170 and 116, respectively.

Suppliers or Customer Concentration

Other than as described in the sections of this Prospectus entitled "Business—Customers" and "Risk Factors—Our business is dependent on certain principal customers, especially Bajaj Auto Limited ("Bajaj") in India and FCA Italy S.p.A. and its group companies ("FCA Italy S.p.A.") in Europe, and the loss of such customers or a significant reduction in purchases by such customers could adversely affect our business, results of operations and financial condition", we do not have any material dependence on a single or a few suppliers or customers.

Recent Accounting Pronouncements

We have prepared our annual financial statements under Indian GAAP. We are required to implement "Indian Accounting Standards" ("Ind AS"), which are largely converged with International Financial Reporting Standards, in the financial year commencing on April 1, 2016, and to provide comparative figures for the corresponding period in our prior financial year. As such, we have prepared audited financial statements for the three months period ended June 30, 2016 and June 30, 2015 included in this Prospectus in accordance with Ind AS. Given that Ind AS is different in many respects from Indian GAAP, under which we currently prepare our financial statements, the transition to Ind AS may have a significant impact on our financial results and position. For further details on the significant differences between Indian GAAP and Ind AS, see "*Summary of Significant Differences between Indian GAAP and Ind AS*" beginning on page 493 of this Prospectus.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

We have prepared and presented our audited financial statements in accordance with Indian GAAP, which differs in certain material respects from IND-AS.

The financial information included in the section "Financial Statements of the Company" has been prepared on the basis of the Company's audited financial information, restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ('SEBI Regulations'). Additionally, we have presented unconsolidated and consolidated financial statements for the three months ended June 30, 2016 and June 30, 2015, which have been prepared in accordance with Ind-AS.

The matters described below summarize certain key differences between Indian GAAP and Ind-AS that might be material to our financial information. No attempt has been made to identify all recognition and measurement, disclosures, presentation or classification differences that would affect the manner in which transactions or events are presented in our financial statements (or notes thereto).

In making an investment decision, investors must rely upon their own examination of the Company, the terms of the offering and the financial information. Potential investors should consult their own professional advisors for an understanding of the differences between Indian GAAP and Ind-AS, and how those differences might affect the financial information included in this Prospectus.

This is not an exhaustive list of differences between Indian GAAP and Ind-AS; rather, it indicates only those key differences which are considered to be more relevant to the financial position and results of operations of the Company and does not cover all differences regarding presentation, classification and disclosure requirement applicable under Indian GAAP and Ind-AS.

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
Ind-AS 1	Presentation of Financial Statements	**Other Comprehensive Income**: Statement of Other Comprehensive Income is not applicable under Indian GAAP. Some items, such as revaluation surplus, that are treated as 'other comprehensive income' under Ind-AS are recognised directly in equity under Indian GAAP. There is no concept of "other comprehensive income" under Indian GAAP.	**Other Comprehensive Income**: The statement of profit and loss and other comprehensive income includes all items of income and expense (i.e. all 'non-owner' changes in equity) including (a) components of profit or loss and (b) other comprehensive income (i.e. items of income and expense that are not recognised in profit and loss as required or permitted by other accounting standards under Ind-AS). An entity is required to present all items of income and expenses including components of other comprehensive income in a period in a single statement of profit and loss.
		Statement of Change in Equity: A statement of changes in equity is currently not presented. Movements in share capital, retained earnings and other reserves are to be presented in the notes to accounts.	**Statement of Change in Equity**: The statement of changes in equity includes the following information: • total comprehensive income for the period; • the effects on each component of equity of retrospective application or retrospective

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
			restatement in accordance with Ind-AS 8; and • for each component of equity, a reconciliation between the opening and closing balances, separately disclosing each change.
		Extraordinary items: Extraordinary items are disclosed separately in the statement of profit and loss and are included in the determination of net profit or loss for the period. Items of income or expense to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.	**Extraordinary items:** Presentation of any items of income or expense as extraordinary is prohibited.
		Change in Accounting Policies: Under Indian GAAP, Changes in accounting policies should be made only if it is required by statute, for compliance with an Accounting Standard or for a more appropriate presentation of the financial statements on a prospective basis together with a disclosure of the impact of the same, if material. If a change in the accounting policy is expected to have a material effect in the later periods, the same should be appropriately disclosed. However, change in depreciation method, though considered a change in accounting policy, is given retrospective effect.	**Change in Accounting Policies:** Ind-AS-1 requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise.
		Dividends: Schedule III requires disclosure of proposed dividends in the notes to accounts. However, as per the requirements of AS 4, which override the provisions of Schedule III, dividends stated to be in respect of the period covered by the financial statements, which are proposed or declared after the balance sheet date but before approval of the financial statements will have to be recorded as a provision. Further, as per recent amendment in Accounting	**Dividends:** Liability for dividends declared to holders of equity instruments are recognised in the period when declared. It is a non-adjusting event, which is an event after the reporting period that is indicative of a condition that arose after the end of the reporting period.

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
		Standards 4, dividends declared subsequent to the balance sheet are to be considered as a non-adjusting event, which is similar to the Ind-AS requirement.	
		Errors: Prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss in a manner that the impact on current profit or loss can be perceived.	**Errors:** Material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening balance sheet.
		Presentation of profit or loss attributable to non-controlling interests (minority interests): Profit or loss attributable to minority interests is disclosed as deduction from the profit or loss for the period as an item of income or expense	**Presentation of profit or loss attributable to non-controlling interests (minority interests):** Profit or loss attributable to non-controlling interests and equity holders of the parent are disclosed in the statement of profit or loss and Other comprehensive income as allocations of profit or loss and total comprehensive income for the period.
	Reclassification	Under Indian GAAP, a disclosure is made in financial statements that comparative amounts have been reclassified to conform to the presentation in the current period without additional disclosures for the nature, amount and reason for reclassification.	Ind-AS requires, when comparative amounts are reclassified, the nature, amount and reason for reclassification to be disclosed.
Ind-AS 109	Financial Instruments - Premium on forward contracts	Forward exchange contracts not intended for trading or speculation purposes: 1) Any premium or discount arising at the inception of a forward exchange contract is amortised as expense or income over the life of the contract. 2) Exchange differences on such a contract are recognised in the statement of profit and loss in the reporting period in which the exchange rates change. Exchange difference on a forward exchange contract is the difference between a) the foreign currency amount of the contract translated at the exchange rate at the reporting	Under Ind-AS, forward contracts and underlying instruments are accounted separately. Under Ind-AS 109, changes in the fair value of the derivative hedging instrument that are designated as "Cash flow hedges" are recognized under Other Comprehensive Income and held in hedging reserve (net of taxes) to the extent the hedges are effective. To the extent that the hedges are ineffective, changes in fair value are recognized in the statement of income and reported within foreign exchange gains/(losses), net. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
		date, or the settlement date where the transaction is settled during the reporting period, and b) the same foreign currency amount translated at the latter of the date of inception of the forward exchange contract and the last reporting date. Forward exchange contract intended for trading or speculation purposes: The premium or discount on the contract is ignored and at each balance sheet date, the value of the contract is marked to its current market value and the gain or loss on the contract is recognised.	accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument is recognized in hedging reserve until the period the hedge was effective remains in hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the hedging reserve is transferred to the statement of income upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, such cumulative balance is immediately recognized in the statement of income. Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges have to be recognized in the statement of income and reported within foreign exchange gains/(losses), net. The premium paid/received on a foreign currency forward contract designated as cash flow hedge is not recognized in either the statement of income or the balance sheet.
	Financial Assets	Financial assets are not defined in Indian GAAP and no specific guidance is provided.	All financial assets are classified as measured at amortised cost or measured at fair value through profit and loss or fair value through other comprehensive income.
	Financial Liabilities	Financial liabilities are not defined in Indian GAAP and no specific guidance is provided.	Financial liabilities held for trading are subsequently measured at fair value through profit and loss and all other financial liabilities are measured at amortised cost using the effective interest method
Ind-AS 12	Income taxes	Deferred taxes are computed for timing differences in respect of recognition of items of profit or loss	Deferred taxes are computed for all temporary differences between the accounting base and the tax base of assets and liabilities.
	Deferred tax on unrealized intra- group profits	Deferred tax is not recognized. Deferred tax expense is an aggregation from separate financial statements of each group entity and no adjustment is made on consolidation.	Deferred tax assets/Deferred Tax Liabilities will need to be created on unrealized intragroup profit. Deferred tax on unrealized intra group profits is recognized at the buyer's rate.
Ind AS 16	Depreciation	Property, plant and equipment are not required to be componentised as per AS-	Property, plant and equipment are componentised and are depreciated

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
		10. However, companies Act requires the company to adopt component accounting. The Companies Act, 2013 sets out the estimated useful lives of assets based on the nature of the asset and the useful life used for depreciation ordinarily should not differ from the useful life specifies in the Companies Act, 2013. However a different useful life may be used based on technical analysis and requires disclosure in financial statements. Further, as per recent amendment in Accounting Standards 10, the standard is made in line with the requirements Ind AS.	separately. There is no concept of minimum statutory depreciation under Ind AS.
Ind-AS 17	Leases: Interest in leasehold land	Interests in leasehold land are recorded and classified as a fixed asset.	Interests in leasehold land are recorded and classified as operating leases or finance leases as per set definition and classification criteria. An important consideration is that the land has an indefinite economic life.
Ind AS 19	Employee Benefits	All actuarial gains and losses are recognised immediately in the statement of profit and loss.	Actuarial gains and losses representing changes in the present value of the defined benefit obligation resulting from experience adjustment and effects of changes in actuarial assumptions are recognised in other comprehensive income and not reclassified to profit or loss in a subsequent period.
Ind-AS 21	Effects of changes in Foreign Exchange Rates: Functional and presentation currency	Foreign currency is a currency other than the reporting currency which is the currency in which financial statements are presented. There is no concept of functional currency.	Functional currency is the currency of the primary economic environment in which the entity operates. Foreign currency is a currency other than the functional currency. Presentation currency is the currency in which the financial statements are presented.
	Translation of foreign subsidiaries / operations	Under Indian GAAP, the translation of financial statements of a foreign operation to the reporting currency of the parent / investor depends on the classification of that operation as integral or non-integral. In the case of an integral foreign operation, monetary assets are translated at closing rate. Non-monetary items are translated at historical rate if they are valued at cost. Non-monetary items which are carried at fair value or other similar valuation are reported using the	Under Ind-AS, assets and liabilities should be translated from the functional currency to the presentation currency at the closing rate at the date of the statement of financial position, income and expenses at actual/average rates for the period; exchange differences are recognized in other comprehensive income and accumulated in a separate component of equity. These are reclassified from equity to profit or loss (as a reclassification adjustment) when the gain or loss on disposal is

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
		exchange rates that existed when the values were determined. Income and expense items are translated at historical / average rate. Exchange differences are taken to the statement of profit and loss. For non-integral foreign operations, closing rate method should be followed (i.e. all assets and liabilities are to be translated at closing rate while profit and loss account items are translated at actual/average rates). The resulting exchange difference is taken to reserve and is recycled to profit and loss on the disposal of the non-integral foreign operation.	recognized. Treatment of disposal depends on whether control is lost or not. Thus, if control is lost, the exchange difference attributable to the parent is reclassified to profit or loss from foreign currency translation reserve in other comprehensive income.
Ind-AS 103	Accounting of acquisitions: Business combinations	As per Indian GAAP, amalgamations in the nature of purchase are accounted for by recording the identifiable assets and liabilities of the acquiree either at the fair values or at book values. Amalgamations in the nature of merger are accounted under the pooling of interests method. Identifiable assets and liabilities of subsidiaries acquired by purchase of shares which are not amalgamations are recorded in the consolidated financial statements at the carrying amounts stated in the acquired subsidiary's financial statements on the date of acquisition. As per AS – 14, Goodwill arising on amalgamation in the nature of purchase is amortized over a period not exceeding five years, unless longer period can be justified. In case of goodwill arising on acquisition of entity is not amortized, same is tested for impairment only when there is an indication that they may be impaired	Under Ind-AS, business combinations, other than those between entities under common control, are accounted for using the purchase method, wherein fair values of identifiable assets and liabilities of the acquiree are recognized (with very limited exceptions). Business combinations between entities under common control should be accounted for using the 'pooling of interests' method. Under Ind-AS, goodwill arising on business combination is not amortized, but the same is subject to annual impairment test or more frequently whenever there is an impairment indication.
Ind-AS 37	Provisions, Contingent Liabilities and Contingent Assets	Discounting of liabilities is not permitted and provisions are carried at their full values.	When the effect of time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation. The discount rate is a pre-tax rate that reflects the current market assessment of the time value of money

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
			and risks specific to the liability.
Ind-AS 108	Determination of Segments	Under Indian GAAP, companires are to identify two sets of segments (business and geographical), using a risks and rewards approach, with the company's system of internal financial reporting to key management personnel serving only as the starting point for the identification of such segments.	Under Ind-AS, operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision-maker (CODM) in deciding how to allocate resources and in assessing performance.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

The details of the outstanding litigation or proceedings involving our Company, Subsidiaries, Directors and Promoter are described in this section in the manner as detailed below. Please note that as set out in the section "Our Promoter, Promoter Group and Group Companies" on page 217 of this Prospectus, other than our Subsidiaries, our Company does not have any Group Companies as of the date of this Prospectus.

Except as stated in this section, as of the date of this Prospectus, there are no (i) outstanding criminal proceedings involving our Company, Subsidiaries, Directors or Promoter; (ii) actions taken by statutory or regulatory authorities against our Company, Subsidiaries, Directors or Promoter; (iii) outstanding claims involving our Company, Subsidiaries, Directors or Promoter for any direct and indirect tax liabilities; (iv) outstanding material civil litigation involving our Company, Subsidiaries, Directors, and Promoter; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act against our Company and Subsidiaries in the last five years immediately preceding the year of this Prospectus, and if there were prosecutions filed (whether pending or not); (vi) fines imposed or compounding of offences for our Company and Subsidiaries under the Companies Act in the last five years immediately preceding the year of this Prospectus; (vii) litigation or legal action pending or taken against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Prospectus and any direction issued by such ministry or department on conclusion of such litigation or legal action; (viii) material frauds committed against our Company, in each case in the five years preceding the date of this Prospectus; (ix) any other litigation involving our Company, Subsidiaries, Directors, Promoter or any other person, whose outcome could have a material adverse impact on our Company; (x) outstanding dues to small scale undertakings and other creditors of our Company, (xi)pending proceedings initiated against our Company for economic offences and (xii) defaults and non-payment of statutory dues.

I. Litigation involving our Company

A. *Outstanding criminal litigation involving our Company*

i. *Criminal proceedings against our Company*

1. Balasaheb Bharade, Rajkumar Sindhankar, Babasaheb Pawar and others and Chandrabhan Vikhe and others (collectively, "**Complainants**") have by way of complaint nos. Cri ULP 22/2012, Cri ULP 26/2012, Cri ULP 30/2013 and Cri ULP 31/2013, respectively, filed complaints against our Company and our Promoter and Managing Director, Mr. Anurang Jain (collectively, "**Respondents**"), alleging commission of an offence under section 48(1) of the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971 for non-compliance with an order passed by the Industrial Court, Aurangabad on March 16, 2011 ("**Order**"). The Complainants alleged that the Respondents failed to implement the Order by not paying legal dues in full and reinstating them as permanent employees of the Company. Pursuant to an order dated October 19, 2012, the Labour Court, Aurangabad dismissed complaint no. Cri ULP 22/2012 with respect to Mr. Anurang Jain. Furthermore, the Respondents have filed a preliminary objection and say to the complaint filed by the Complainants with respect to Cri ULP 22/2012, and the Respondents have filed preliminary objections and say to the complaints filed by the Complainants with respect to Cri ULP 26/2012 and say to the applications for warrants filed by the Complainants with respect to Cri ULP 30/2013 and Cri ULP 31/2013. These said matters are currently pending.

2. Bhim Ramkrishna Yadav ("**Complainant**"), has by way of complaint no. Cri ULP/10/2007, filed a complaint against Mr. Milind Sureshchandra Ekbote, erstwhile Manager-HR and Administration of our Company, alleging non-compliance with an order passed by the Industrial Court, Aurangabad on November 27, 2003 ("**Order**"). The Complainant alleged that our Company failed to implement the Order by not paying him legal dues in full and reinstating him as a permanent employee of our Company along with the related benefits. Mr. Milind Sureshchandra Ekbote had, by way of his response dated October 26, 2007, refuted these allegations. The matter is currently pending.

ii. *Criminal proceedings by our Company*

Our Company has, by way of a complaint bearing number S.C.C Sum Case 19283/2016 of 2016, dated May 7, 2016, filed a complaint under section 138 of the Negotiable Instruments Act, 1881, against Mr. Rajendrasingh Rajput, the proprietor of M/s Coppertone ("**Accused**"), before the Judicial Magistrate First Class, Pune, in relation to dishonor of a cheque issued by the Accused in favour of our Company for ₹ 0.10 million. Our Company has filed the present complaint praying for punishing the Accused under section 138 of the Negotiable Instruments Act, 1881, directing and ordering him to pay twice the amount of the dishonored cheque to our Company and the costs of these proceedings. The matter is currently pending.

B. *Outstanding Civil litigation involving our Company*

As regards civil litigation, given the nature and extent of operations of our Company, our Board has, pursuant to its resolution dated June 10, 2016 considered outstanding civil litigation involving our Company wherein the amount involved exceeds ₹ 149.15 million, which represents the lesser of 1% of the consolidated total revenue of our Company and 5% of the consolidated profit after tax of our Company (before deducting minority interest, if any), as per the last audited financial statements of our Company, i.e. for FY 2016, as being material for our Company. In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation is expected to have a materially adverse bearing on the operations or performance of our Company or its Subsidiaries.

Except for the case mentioned below, there is no outstanding civil litigation involving our Company exceeding ₹ 149.15 million (before deducting minority interest, if any), nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse bearing on the operations or performance of our Company.

GNA Sons and GNA Duaraparts Private Limited ("**Petitioners**") have filed an application dated July 26, 2013 before the Intellectual Property Appellate Board for the removal of trademark No. 1278138, which is the registered logo of our Company, from the trademark's register. The Petitioners allege that the trademark was originally conceived, adopted and used by the Petitioners' predecessor since 1952 and that the trademark(s) **Eye** (word and logo) and device thereof are registered in name of GNA Sons, are valid and subsisting and renewed from time to time. Accordingly, it is alleged that our Company has copied the trademark of the Petitioners. Our Company has filed its Counter Statement dated October 17, 2014 before the Intellectual Property Appellate Board refuting the allegations made by the Petitioners and has submitted among other things that it is the true proprietor of the said trademark. The Petitioners have filed a reply dated March 13, 2015 to the Counter Statement by our Company. The said matter is currently pending.

C. *Action by statutory or regulatory authorities against our Company*

Our Company received a letter dated July 21, 2015 in relation to its units located at plot no. K-228/229, Waluj, Aurangabad, from the MPCB directing our Company to deposit ₹ 100 million in an escrow account of the District Collector, Aurangabad towards remedial cost for ground water contamination and soil degradation. This letter was pursuant to an order dated July 15, 2015 passed by the NGT in M.A. No. 145/2014 in Application No. (THC)/2013, wherein our Company, along with two other companies, were directed to deposit ₹ 100 million each, to be held in the escrow account of the Collector, Aurangabad as remedial costs to be used, if so required, if the responsibility for ground water contamination and soil degradation was fixed on our Company, pursuant to an investigation to be undertaken by the MPCB. Accordingly, our Company deposited ₹ 100 million into an escrow account in favour of the District Collector, Aurangabad on August 20, 2015.

Subsequently, our Company received a notice dated July 22, 2015 from the MPCB directing our Company to stop its manufacturing activities immediately at its units plot nos. K-228/229, Waluj, Aurangabad on the grounds that, amongst others, the water in the vicinity of the units had been contaminated and ailments had been reported due to accumulation of heavy metals and organic/inorganic compounds. Pursuant to an appeal (No. 26 of 2015) filed by our Company, the NGT, by way of its order dated November 23, 2015, stayed the directions of the MPCB, as set out in the aforesaid notice dated July 22, 2015 with a condition that the amount of ₹ 100 million would remain in the escrow account of the Collector's office, Aurangabad. The MPCB by its letter dated December 21, 2015 has recalled the closure directions as passed by it through its notice dated July 22, 2015. Our Company has filed an application before the NGT to levy cost for remedial measures only after the alleged polluters have been properly identified. The MPCB has filed an affidavit before the NGT on May 20, 2016 stating, amongst other things, that the amount to be deposited by each of the companies should be based on equitable distribution and polluter pays principle, considering their pollution potential, pollution load, year of commissioning, consented industrial effluent quantity and weightage considered of each industry. Accordingly, the MPCB has assessed our Company's contribution as ₹ 27.57 million. By way of an order dated July 8, 2016 the NGT directed the District Collector, Aurangabad to retain ₹ 30 million in escrow, and refund the balance ₹ 70 million that had been kept in escrow pursuant to the order dated November 23, 2015. On July 28, 2016, ₹ 70 million was refunded to our Company. By way of an order of the NGT dated August 22, 2016, the NGT stated that any cost imposed should be only if the circumstances attract the 'Polluter Pays Principle' and the MPCB was directed to amend its application to incorporate certain details based on which the extent of liability of each industry could be determined. Accordingly, the MPCB has moved an application No. 139/2016 identifying all the industries in the Waluj Industrial Area responsible for the pollution and to recover the cost from them equitably. The matter is currently pending and the next hearing is scheduled for November 7, 2016.

D. ***Tax proceedings involving our Company***

Set out herein below are claims relating to direct and indirect taxes involving our Company:

Nature of case	Number of cases	Amount involved (in ₹million)
Direct Tax	5*	139.07
Indirect Tax	71*	88.17

** This also includes proceedings against ESIPL and HTTSPL.*

E. ***Proceedings initiated against our Company for economic offences***

There have been no proceedings initiated against our Company for economic offences.

F. ***Details of fines imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of this Prospectus***

There have been no fines imposed on our Company or compounding of offences by our Company under the Companies Act in the last five years immediately preceding the year of this Prospectus.

G. ***Details of defaults or non-payment of statutory dues***

There have been no instances of non-payment of statutory dues by our Company.

However, a payment of ₹ 832,838, claimed by the Regional Provident Fund Commissioner towards employee provident fund contribution pursuant to its judgment dated October 22, 2007 and a payment of ₹ 324,968, claimed by the Employee State Insurance Corporation for the period between March 2005 to July 2005, both of which have been challenged by our Company.

H. ***Material frauds against our Company in the last five years immediately preceding the year of this Prospectus***

There have been no material frauds committed against our Company in the last five years.

I. Details of any inquiry, inspection or investigation initiated or conducted under the Companies Act in the last five years immediately preceding the year of this Prospectus and if there were prosecutions filed (whether pending or not)

HTTSPL received a notice dated April 30, 2015 from the MCA pursuant to section 233B of the Companies Act, 1956 and the rules made thereunder in relation to not conducting a cost audit and not filing a cost audit report for FY 2014 with the MCA. Our Company has, by way of a letter dated May 5, 2015, replied to this notice stating that HTTSPL had amalgamated with our Company pursuant to the High Court order dated January 10, 2014 with effect from February 10, 2014 with the appointed date being April 1, 2013, and, therefore it was no more an independent legal entity. Accordingly, the cost records of HTTSPL were merged with those of our Company for FY 2014, as a result of which, the cost audit report of our Company filed with the MCA on September 22, 2014 included the audit of the cost records of HTTSPL.

J. *Outstanding dues to small scale undertakings or any other creditors*

Our Board has, pursuant to its resolution dated June 10, 2016, approved that all creditors of our Company to whom the amount due by our Company exceeds ₹73.84 million, i.e. 1% of trade payables of our Company, as per the last audited consolidated financial statements of our Company, i.e. as of March 31, 2016, shall be considered "material" creditors of our Company and, accordingly, we have disclosed consolidated information of outstanding dues owed to small scale undertakings and other creditors, separately, giving details of number of cases and amounts for all dues where each of the dues exceed ₹73.84 million.

As of June 30, 2016, our Company, in its ordinary course of business, on an unconsolidated basis, has an aggregate amount of ₹ 3,589.01 million, which is due towards sundry and other creditors. As of June 30, 2016, outstanding dues to material creditors are as follows:

Particulars	Number of creditors	Amount Involved (in ₹ million)
Small scale undertakings	1	156.12
Other Material Creditors (amount exceeding ₹ 73.84 million)	1	101.99

The details pertaining to amounts due towards material creditors as of June 30, 2016 are available on the website of our Company at the following link:
https://documents.endurancegroup.com/list-of-creditors.pdf

It is clarified that such details available on our Company's website do not form a part of this Prospectus. Anyone placing reliance on any source of information including our Company's website would be doing so at their own risk.

K. Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company

There is no outstanding litigation against any other persons or companies whose outcome could have an adverse effect on our Company.

II. Litigation involving our Subsidiaries

A. *Outstanding criminal litigation involving our Subsidiaries*

i. *Criminal proceedings against our Subsidiaries*

There is no outstanding criminal litigation against our Subsidiaries.

ii. *Criminal proceedings by our Subsidiaries*

There are no outstanding criminal proceedings initiated by our Subsidiaries.

B. *Outstanding Civil litigation involving our Subsidiaries*

As regards civil litigation, given the nature and extent of operations of our Subsidiaries, our Board has, pursuant to its resolution dated June 10, 2016 considered outstanding civil litigation involving any of our Subsidiaries wherein the amount involved exceeds ₹149.15 million, which represents the lesser of one percent of the consolidated total revenue of our Company and five percent of the consolidated profit after tax of our Company, (before deducting minority interest, if any), as per the last audited financial statements of our Company, i.e. for FY 2016, as being material for our Company. In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation *has been considered 'material' only in the event that the outcome of such litigation is expected to have a material adverse bearing on the operations or performance of the Company or its Subsidiaries.*

There is no outstanding civil litigation involving our Subsidiaries exceeding ₹ 149.15 million (before deducting minority interest, if any), nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse a bearing on the operations or performance of such Subsidiary.

C. ***Actions by statutory or regulatory authorities against our Subsidiaries***

There have been no actions taken by statutory or regulatory authorities against our Subsidiaries.

D. ***Tax proceedings involving our Subsidiaries***

Set out herein below are claims relating to direct and indirect taxes involving our Subsidiaries:

Nature of case	Number of cases	Amount involved (in Euro)
Endurance Engineering		
Registration Tax	1	88,060
Endurance FOA		
Registration Tax	1	362,194

E. ***Details of any inquiry, inspection or investigation initiated or conducted under the Companies Act in the last five years immediately preceding the year of this Prospectus and if there were prosecutions filed (whether pending or not)***

There has been no inquiry, inspection or investigation initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last five years immediately preceding the year of this Prospectus against our Subsidiaries.

F. ***Fines imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of this Prospectus***

There have been no fines imposed on our Subsidiaries or compounding of offences by our Subsidiaries under the Companies Act in the last five years immediately preceding the year of this Prospectus.

G. ***Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Subsidiaries***

There is no outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Subsidiaries.

III. Litigation involving our Directors

A. *Outstanding criminal litigation involving our Directors*

i. *Criminal proceedings against our Directors*

In addition to the details mentioned in "*Litigation involving our Company - Outstanding criminal litigation involving our Company - Criminal proceedings against our Company",* above, the following are the outstanding criminal litigation involving our Directors.

1. Mr. Vasudeo Bhojwani had filed a criminal complaint R.C.C. 40 2495/2012 before the Judicial Magistrate First Class, Pune ("**JMFC**") alleging, among other things, commission of an offence, under Sections 418 and 427 read with Section 34 of the Indian Penal Code, 1860. By way of an order dated August 19, 2013 the JMFC issued summons against Mr. Anurang Jain and Mrs. Varsha Jain. Mr. Anurang Jain and Mrs. Varsha Jain challenged the said summons before the Sessions Court Pune, which was dismissed on November 14, 2014. Mr.

Anurang Jain and Mrs. Varsha Jain have challenged the order of the Sessions Court before Bombay High Court by way of CRA No 552/2015. The Bombay High Court by its order dated June 17, 2015 has granted a stay against any further proceedings before the JMFC. The matter is currently pending.

2. Dr. Laxmikant Bhojwani ("**Complainant**") had filed a criminal complaint R.C.C. 600 784/2014 before Judicial Magistrate First Class Cantonment, Pune in relation to property no. 38 at Koregaon Park, Pune, whereby the Complainant has accused Mr. Anurang Jain of various offences under the provisions of the Indian Penal Code. The matter is yet to be heard and no orders have been passed.

ii. *Criminal proceedings by our Directors*

There have been no criminal proceedings initiated by our Directors.

B. ***Outstanding Civil litigation involving our Directors***

As regards civil litigation involving our Directors, our Board has, pursuant to its resolution dated June 10, 2016 considered outstanding civil litigation involving any of our Directors wherein the amount involved exceeds ₹ 149.15 million, which represents the lesser of one percent of the consolidated total revenue of our Company and five percent of the consolidated profit after tax of our Company,(before deducting minority interest, if any),as per the last audited financial statements of our Company, i.e. for FY 2016, as being material for our Company.

In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation is expected to have a material adverse bearing on the operations or performance on our Company or its Subsidiaries.

There is no outstanding civil litigation involving our Directors exceeding ₹ 149.15 million, nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse bearing on the operations or performance of our Company.

C. ***Tax proceedings involving our Directors***

Set out herein below are claims relating to direct and indirect taxes involving our Directors:

Nature of case	Number of cases	Amount involved (in ₹million)
Direct Tax	-	-
Indirect Tax	-	-

D. ***Actions by statutory or regulatory authorities against our Directors***

There have been no actions taken by statutory or regulatory authorities against our Directors.

E. ***Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company***

There is no outstanding litigation involving any other person or companies whose outcome could have an adverse effect on our Company.

IV. Litigation involving our Promoter

A. ***Outstanding criminal litigation involving our Promoter***

i. *Criminal proceedings against our Promoter*

Except as mentioned in "*Litigation involving our Company - Outstanding criminal litigation involving our Company - Criminal proceedings against our Company"* and *"Litigation involving our Directors-*

Outstanding criminal litigation involving our Directors - Criminal proceedings against our Directors" above, there are no outstanding criminal proceedings against our Promoter.

ii. *Criminal proceedings by our Promoter*

There have been no criminal proceedings initiated by our Promoter.

B. *Outstanding Civil litigation involving our Promoter*

As regards civil litigation involving our Promoter, our Board has, pursuant to its resolution dated June 10, 2016 considered outstanding civil litigation involving any of our Promoter wherein the amount involved exceeds ₹ 149.15 million, which represents the lower of one percent of the consolidated total revenue of our Company and five percent of the consolidated profit after tax of our Company, (before deducting minority interest, if any) as per the last audited financial statements of our Company, i.e. for FY 2016, as being material for our Company.

In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation is expected to have a material adverse bearing on the operations or performance of our Company or its Subsidiaries.

There is no outstanding civil litigation involving our Promoter exceeding ₹ 149.15 million, (before deducting minority interest, if any), nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse bearing on the operations or performance of our Company.

C. Actions by statutory or regulatory authorities against our Promoter

There have been no actions taken by statutory or regulatory authorities against our Promoter.

D. *Tax proceedings involving our Promoter*

There are no claims relating to direct and indirect taxes involving our Promoter.

E. *Litigation or legal action against our Promoter by any ministry or Government department or statutory authority in the last five years immediately preceding the year of this Prospectus*

There is no pending litigation or legal action against our Promoter by any ministry or Government department or statutory authority.

F. *Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company*

There is no outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company.

V. Material Developments

In the opinion of the Board, there have been no material developments, since the date of the last balance sheet, included in this Prospectus which affects the trading and profitability of our Company taken as a whole or the value of its consolidated assets or its ability to pay liabilities over the next twelve months, except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 460 of this Prospectus.

GOVERNMENT AND OTHER APPROVALS

In view of the approvals listed below, our Company can undertake the Offer and our Company and Subsidiaries can undertake their current business activities and no further major approvals, permissions, consents, licenses or registrations from any governmental or regulatory authority are required to undertake the Offer or continue their business activities. It must be distinctly understood that, in granting these approvals, the government or regulatory authorities do not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Certain approvals have lapsed or may lapse in their normal course or have not been obtained by our Company and our Subsidiaries, and our Company and our Subsidiaries have either made an application to the appropriate authorities for grant or renewal of such approvals or are in the process of making such applications. Unless otherwise stated, these approvals are valid as of the date of this Prospectus. For details in connection with the regulatory and legal framework within which our Company and our Subsidiaries operate, please see "*Regulations and Policies*" on page 171 of this Prospectus.

I. Incorporation Details of our Company

1. A certificate of incorporation dated December 27, 1999 issued by the RoC to our Company;

2. Endorsement on the certificate of incorporation by the RoC on July 1, 2000 consequent to change in name on conversion to a public limited company pursuant to Section 43A of the Companies Act, 1956;

3. A fresh certificate of incorporation consequent to change in name dated December 6, 2000 issued by the RoC to our Company;

4. Endorsement on the certificate of incorporation by the RoC on January 27, 2001 consequent to change in name on conversion to a private limited company;

5. A fresh certificate of incorporation consequent to change in name dated August 11, 2006 was issued by the RoC to our Company;

6. A fresh certificate of incorporation consequent to change in name on conversion to public limited company dated July 9, 2010 was issued by the RoC to our Company;

7. A fresh certificate of incorporation consequent to change in name on conversion to private limited company dated January 18, 2012 was issued by the RoC to our Company; and

8. A fresh certificate of incorporation consequent to change in name on conversion to public limited company dated May 31, 2016 was issued by the RoC to our Company.

II. Approvals relating to the Offer

For the approvals and authorisations obtained by our Company and the Selling Shareholders in relation to the Offer, please see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 518 of this Prospectus.

III. Approvals in relation to our Company's Plants in India

Our Company is required to obtain various approvals for its plants. The material registrations and approvals generally required to be obtained by our Company in respect of its plants in India include the following:

1. Factory licenses issued under the provisions of the Factories Act, 1948.

2. Approvals for storage of furnace oil/L.D.O. issued by the Petroleum and Explosives Safety Organization, Ministry of Commerce and Industry, Government of India, under the provisions of the Petroleum Rules, 2002.

3. Licenses to import and store oil, petroleum and/ or gas issued by the Petroleum and Explosives Safety Organization, Ministry of Commerce and Industry, Government of India, under the provisions of the

Petroleum Act, 1934, the Petroleum Rules, 2002, the Explosives Act, 1884 and the Static and Mobile Pressure Vessel (Unfired) Rules, 1981.

4. Consents to establish and operate issued by various State Pollution Control Boards, under the provisions of the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and authorization/ renewal of authorization under the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.

5. Stability certificates issued under the provisions of the Factories Act, 1948.

6. Registration certificates for registering contract labourers issued by the Registering and Licensing Officer under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970.

7. Acknowledgements for receipt of Industrial Entrepreneur Memorandum for manufacture of the products by our Company issued by the Secretariat for Industrial Assistance, Ministry of Commerce and Industry, Government of India.

8. Certificate of registration issued by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India, for the purpose of availing exemptions of customs duty and excise duty.

9. Recognition of in-house R&D units issued by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India.

10. No objection certificates from various State Municipal Corporation Boards or Industrial Development Corporations in respect of fire safety of factories.

11. Certificates under the Legal Metrology Act, 2009 and rules thereunder for packaging materials and weights and measures.

IV. Tax Related and Other Approvals

1. Permanent Account Number AAACE7066P

2. Tax Payers Identification Number 27920293255C under the Central Sales Tax Act, 1956.

3. Tax Payers Identification Number 27920293255V under the Maharashtra Value Added Tax Act, 2002.

4. Tax Deduction Account Numbers, NSKE00384G and NSKE00827B, under the Income Tax Act, 1961.

5. Central excise registration certificates certifying the registration for manufacturing of excisable goods issued by Assistant Commissioner of Central Excise under the provisions of the Central Excise Rules, 2002.

6. Service tax codes in relation to registration with the Central Board of Excise and Customs.

7. Zero Duty EPCG license issued by office of Joint Director General of Foreign Trade under the Foreign Trade (Development and Regulation) Act, 1992 (Reference Foreign Trade Policy 2015-2020) with export obligation period of six years.

8. Merchandise Export from India Scheme (MEIS) Duty Credit Scrips issued by office of Director General of Foreign Trade under Foreign Trade (Development and Regulation) Act, 1992 (Reference Foreign Trade Policy 2015-2020).

9. Our Company has received letter dated February 25, 2015 from the Industries, Energy and Labour Department, Mumbai whereby it has been informed that the Government of Maharashtra has decided to confer the status of "Mega Project" for our projects located at K-228/229, K-226/1/K-227, K-226/2, E-92/93/94, K-120, L-6/3, L-6/3/1, L-20, located at MIDC Area Waluj, Aurangabad, subject to our Company agreeing to comply with all the conditions mentioned therein. If the status of "Mega Project"

is granted, our Company would be entitled to certain incentives offered under the Package Scheme of Incentives (2013).

INTELLECTUAL PROPERTY

A. Trademark registration obtained by our Company

Sr. No.	Issuing Authority	Trade Mark No.	Nature of Registration/License	Logo	Valid up to
1.	Director of Trade Mark Office, China	6119822	Name 'Endurance' and the logo		March 27, 2020
2.	Registry of Trade Marks, Republic of Kenya	73662	Name 'Endurance' and the logo under class 12		January 11, 2022
3.	Director General of Intellectual Property, Sri Lanka	138886	Name 'Endurance' and the logo under class 12		May 14, 2017
4.	Trademark Registrar, Department of Intellectual Property, Thailand	TM305920	Name 'Endurance' and the logo under class 12		June 21, 2017
5.	Industry and Commerce Superintendence, Republic of Colombia	471865	Name 'Endurance' and the logo under class 12		September 25, 2022
6.	Office for Harmonisation in the Internal Market, Trademarks and Designs	005819149	Name 'Endurance' and the logo under class 12		April 8, 2017
7.	The Trademarks Registry, Karachi, Government of Pakistan	237718	Name 'Endurance' and the logo under class 12		June 13, 2017
8.	General Intellectual Property, The Registrar, The Republic of Sudan	37686	Name 'Endurance' and the logo under class 12		August 8, 2017
9.	General Department for Intellectual Property Protection, Republic of Yemen.	43625	Name 'Endurance' and the logo under class 12		July 4, 2021
10.	United Arab Emirates, Ministry of Economy, Trade Marks Department	167697	Name 'Endurance' and the logo under class 12		January 9, 2022

Sr. No.	Issuing Authority	Trade Mark No.	Nature of Registration/License	Logo	Valid up to
11.	National Institute for the Defense of Free Competition and the Protection of Intellectual Property (Indecopi), Peru	235178	Name 'Endurance' and the logo under class 12	ENDURANCE	March 13, 2026
12.	Trade Marks Registry, Government of India	2231608	"EVTC" (Word) under class 12	NA	November 8, 2021
13.	Trade Marks Registry, Government of India	1109306	'HTS' (Label) under class 12	HTS	June 5, 2022
14.	Trade Marks Registry, Government of India	795756	'ES' (Label) under class 12	ES	March 19, 2018
15.	Trade Marks Registry, Government of India	1223316	Name 'Endurance' (Word) under class 12	NA	August 17, 2023
16.	Trade Marks Registry, Government of India	1278137	'Endurance' (Label) under class 12	ENDURANCE	April 11, 2024
17.	Trade Marks Registry, Government of India	1278138	Eye (Logo) under class 12		April 11, 2024
18.	Trade Marks Registry, Government of India	1089547	ETS (label)	ETS	March 25, 2022
19.	Department of Industries, Government of Nepal	25933	Name 'Endurance' under class 12	NA	January 21, 2022
20.	Department of Industries, Government of Nepal	25932	Device Mark (Label)	Device Mark (Label)	January 21, 2022

B. Design registrations obtained by our Company

Our Company has obtained a Certificate of Registration of Design no. 224428 dated August 25, 2009 issued on April 23, 2010 from the Controller General of Patents, Designs and Trademarks, Government of India, under class 12-16, in respect of a wheel design pursuant to the provisions of the Designs Act, 2000 and the Designs

Rules, 2001. Copyright in the design will subsist for a period of 10 years commencing from the date of registration and may be extended for a further period of five years.

C. Patent registrations obtained by our Company

Sr. No.	Issuing Authority	Patent No.	Nature of Invention	Valid up to
1.	Government of India, Controller of Patents	193808	A seal shield for shock absorbers for land vehicles and the like	August 26, 2022
2.	Government of India, Controller of Patents	210922	An improved oleo-pneumatic shock absorber for land vehicles and the like	September 28, 2023
3.	Government of India, Controller General of Patents, Designs and Trademarks.	269904	An apparatus for smoothly engaging and disengaging a clutch assembly	July 20, 2026
4.	Government of India, Controller General of Patents, Designs and Trademarks.	270525	Roller chain sprockets	August 20, 2026

D. Registered Domain Names relating to our Company

Sr. No.	Domain Name	Valid up to
1.	endurancesystems.com	October 23, 2018
2.	endurancetechnologies.in	July 17, 2017
3.	enduranceindia.com	July 17, 2017
4.	endurance.co.in	June 30, 2017
5.	endurancegroup.com	July 24, 2017
6.	anurang.com	October 23, 2016
7.	httsindia.com	June 21, 2017

Approvals required for which no application has been made by our Company

Nil

Approvals which have expired and for which renewal applications have been made by our Company

Set out below are details of applications which have been made to various governmental authorities in lieu of the licences and approvals that have expired.

Sr. No.	Particulars	Date of application	Authority
1.	License for storage and handling of class-A LPG for plant located at Plot No. K-226/2 Waluj, Aurangabad	February 27, 2015	Joint Chief Controller of Explosive, Department of Explosives
2.	License for storage and handling of class B petroleum for plant located at Plot No. B-22 Chakan, Pune	October 23, 2015	Joint Chief Controller of Explosives, Department of Explosives
3.	Factory license for plant located at Plot No. B-22 Chakan, Pune	December 27, 2013	Deputy Director, Industrial Safety and Health, Pune
4.	Factory license for plant located at Plot No. B-20 Chakan, Pune	October 30, 2014	Additional Director Industry Safety and Health, Pune
5.	License for storage and handling of class-B and C petroleum for plant located at B-2 Waluj, Aurangabad	December 4, 2015	Joint Chief Controller of Explosives, Department of Explosives

6.	Consent to Operate for plant located at Plot No.K-120 Waluj, Aurangabad	January 22, 2016	Maharashtra Pollution Control Board
7.	Factory License for plant located at Takve, Pune	October 20, 2014	Assistant Director, Industrial Safety and Health, Pune
8.	Certificate of Registration under the Contract Labour Act, 1970 for plant located at Takve, Pune	February 2, 2016	Assistant Commissioner of Labour Pune-1
9.	Consent to operate for plant located at Takve, Pune	February 27, 2015	Maharashtra Pollution Control Board
10.	Consent to operate for plant located at Chennai	March 23, 2016	Tamil Nadu Pollution Control Board
11.	Consent to operate for plant located at plot no. B-1/2 and 1/3 Chakan, Pune	July 4, 2016	Maharashtra Pollution Control Board
12.	Consent to operate for plant located at plot no. B-22 Chakan, Pune	August 11, 2016	Maharashtra Pollution Control Board
13.	License for storage of LPG Gas in cylinders for plant located at B-2 Waluj, Aurangabad	September 16, 2016	Joint Chief Controller of Explosives, Department of Explosives

Approvals which have expired and for which renewal applications are yet to be made by our Company

Set out below are details of licenses and approvals which have been expired and for which renewal applications are yet to be made.

Sr. No.	Particulars	Date of Expiry	Authority
1.	Provisional fire NOC for plant located at Plot No. L-20 Waluj, Aurangabad	March 11, 2015	Maharashtra Industrial Development Corporation
2.	Provisional Fire NOC for plant located at Plot No. K-228 Waluj, Aurangabad	January 19, 2013	Maharashtra Industrial Development Corporation
3.	Provisional Fire NOC for plant located at Plot No. K-229 Waluj, Aurangabad.	January 26, 2013	Maharashtra Industrial Development Corporation
4.	Provisional fire NOC for plant located at Plot No. B-2 Waluj Aurangabad	February 16, 2013	Maharashtra Industrial Development Corporation
5.	Provisional fire NOC for plant located at Plot No. E-92 Waluj Aurangabad	January 26, 2013	Maharashtra Industrial Development Corporation
6.	Provisional fire NOC for plant located at Plot No. K-227 Waluj Aurangabad	October 16, 2012	Maharashtra Industrial Development Corporation

Approvals for which applications have been made by our Company but are currently pending grant

Set out below are the details of the approvals for which applications have been made and are currently pending grant from the relevant government authority.

Pending Consent to Establish Applications

Sr. No.	Particulars	Date of Application	Authority
1.	Consent to establish for plant located at Plot No. K-226/2 Waluj, Aurangabad.	August 25, 2015	Maharashtra Pollution Control Board
2.	Consent to establish for plants located at K-228/229 Waluj, Aurangabad	January 25, 2016	Maharashtra Pollution Control Board
3.	Consent to establish for plants located at A-12, Chakan, Pune.	March 23, 2016	Maharashtra Pollution Control Board

Pending Patent Applications

Sr. No.	Patent Application Number	Filed On	Filed Before	Filed For
1.	75/MUM/2011	January 10, 2011	Patent Office, Government of India	Centrifugally Operated Multi-Plate Dry Clutch
2.	1326/MUM/2011	April 27, 2011	Patent Office, Government of India	Multi-Plate Wet Clutch
3.	1505/MUM/2007	August 3, 2007	Patent Office, Government of India	Clutches
4.	1506/MUM/2007	August 3, 2007	Patent Office, Government of India	Bearings
5.	47/MUM/2010	January 6, 2010	Patent Office, Government of India	Multi-plate Wet-Clutch Assembly and a method of Reducing Clutch Engaging Load
6.	1221/MUM/2009	May 11, 2009	Patent Office, Government of India	A Multi-plate Wet-Clutch Assembly
7.	1830/MUM/2010	June 18, 2010	the Patent Office, Government of India	Wear Compensation Device for Multiplate Wet Clutch
8.	1219/MUM/2009	May 11, 2009	Patent Office, Government of India	Multi-Plate Wet- Clutch Assembly with Improved Coolant Supply System
9.	720/MUM/2008	March 31, 2008	Patent Office, Government of India	Multiplate Wet Clutch
10.	721/MUM/2008	March 31, 2008	Patent Office, Government of India	Automobile Clutch Assembly
11.	866/MUM/2008	April 16, 2008	Patent Office, Government of India	Clutch Cooling Apparatus
12.	1070/MUM/2008	May 21, 2008	Patent Office, Government of India	Design Modification in Multiplate Wet Clutch Mounted on Engine Crank Shaft
13.	903/MUM/2007	May 11, 2007	Patent Office, Government of India	A Shock Absorber Suitable for Snow, Land Vehicles and the like
14.	904/MUM/2007	May 11, 2007	Patent Office, Government of India	Ride Height Indicator
15.	1416/MUM/2011	May 6, 2011	Patent Office, Government of India	Improving Elongation for A356 Alloy With Gravity Die Casting and T6 Heat Treatment Processes
16.	1417/MUM/2011	May 6, 2011	Patent Office, Government of India	Torsion Load Push and Pull Fixture to Measure the Failure Load
17.	2449/MUM/2011	September 2, 2011	Patent Office, Government of India	One Piece Oil Lock Collar

Sr. No.	Patent Application Number	Filed On	Filed Before	Filed For
18.	3028/MUM/2014	September 23, 2014	Patent Office, Government of India	Front Fork of a Motor Cycle
19.	311/MUM/2011	February 3, 2011	Patent Office, Government of India	Spacer Tube
20.	644/MUM/2014	February 25, 2014	Patent Office, Government of India	Preload Adjustment for Front Fork
21.	1101/MUM/2014	March 28, 2014	Patent Office, Government of India	Semi Automatic Dual Clamp Load Multi-Plate Wet Clutch
22.	1362/MUM/2012	May 2, 2012	Patent Office, Government of India	An Improved Oleo-Pneumatic Shock Absorber for Land Vehicles and the like
23.	2355/MUM/2009	October 9, 2009	Patent Office, Government of India	Canister Type Gas Shock Absorber
24.	2361/MUM/2013	July 15, 2013	Patent Office, Government of India	Canister Gas Pressure Indicator
25.	3637/MUM/2013	November 20, 2013	Patent Office, Government of India	Shock Absorber with a Gas Canister
26.	3803/MUM/2013	December 5, 2013	Patent Office, Government of India	Master Cylinder for Rear Disc Brake
27.	3866/MUM/2013	December 12, 2013	Patent Office, Government of India	Auto Adjuster for Drum Brake
28.	201621011098	March 30, 2016	Patent Office, Government of India	Combined brake system for a motorcycle
29.	201621005765	February 19, 2016	Patent Office, Government of India	Combined brake system for a two wheeler
30.	201621005764	February 19, 2016	Patent Office, Government of India	Preload adjustment for three wheeled vehicle suspension
31.	201621000467	January 6, 2016	Patent Office, Government of India	Suspension system for three wheeler
32.	3998/MUM/2015	October 23, 2015	Patent Office, Government of India	A multiplate wet clutch
33.	3130/MUM/2015	August 18, 2015	Patent Office, Government of India	Combined brake system for a two wheeler
34.	2703/MUM/2015	July 17, 2015	Patent Office, Government of India	A bottom case of a shock absorber
35.	749/MUM/2015	March 9, 2015	Patent Office, Government of India	Oil cap and process for manufacturing thereof
36.	262/MUM/2015	January 27, 2015	Patent Office, Government of India	Front fork of a two wheeler
37.	3561/MUM/2014	November 12, 2014	Patent Office, Government of India	Shock absorber for two wheeler
38.	3080/MUM/2014	September 26, 2014	Patent Office, Government of India	Friction lining wear stopper

Sr. No.	Patent Application Number	Filed On	Filed Before	Filed For
39.	3079/MUM/2014	September 26, 2014	Patent Office, Government of India	Integral reservoir cap for master cylinder
40.	201621023024	July 5, 2016	Patent Office, Government of India	An integrated front fork for a motor cycle
41.	201621030674	September 8, 2016	Patent Office, Government of India	A front fork of a motorcycle

Pending Copyright Applications

Our Company has filed form TM-60 dated March 31, 2016 with the Registrar of Trademarks, Mumbai requesting for search and issuance of copyright certificate on the ENDURANCE label and logo.

Pending Trademark Applications

Sr. no.	Application Date	Mark/Logo	Authority
1.	December 23, 2015	"*FSDS*"	Trade Marks Registry, Government of India
2.	January 5, 2012	ENDURANCE	Registrar of Trademarks, Nigeria
3.	April 8, 2016	ENDURANCE	Directorate General of Intellectual Property Rights, Indonesia
4.	March 14, 2016	ENDURANCE	Registration of the Intellectual Property Ministry of Economy, Guatemala, C.A.
5.	June 2, 2016	ENDURANCE	Ethiopian Intellectual Property Office
6.	May 15, 2007	ENDURANCE	Registrar, Department of Patents, Designs and Trade Marks, Trade Marks Wing, Dhaka
7.	February 6, 2012	ENDURANCE	Ecuadorian Institute of Intellectual Property
8.	January 11, 2012	ENDURANCE	Egyptian Trademarks and Industrial Designs Office

Pending Design Applications

Sr. no.	Application Number	Application Date	Design	Authority
1.	287399	September 30, 2016	Fork for motorcycle	Controller of Patents and Designs, the Patent Office, Kolkata
2.	287400	September 30, 2016	Fork for motorcycle	Controller of Patents and Designs, the Patent Office, Kolkata
3.	287401	September 30, 2016	Motorcycle fork set	Controller of Patents and Designs, the Patent Office, Kolkata

Approvals in relation to our Subsidiaries' plants in Italy:

Our Subsidiaries in Italy are required to obtain various approvals for their plants in Italy, which include the following material registrations and approvals:

1. Certifications OHSAS 18001:2007 and ISO 14001:2004 confirming adequate control and compliance of the laws with respect to security and health matters at work (OHSAS 18001:2007), as well as compliance with the environment and management standards (ISO 14001:2004).

2. Endurance Fondalmec, Endurance Engineering and Endurance FOA, have obtained the approvals in relation to fire prevention as per Decree 151/2011 in relation to its plants.

3. Endurance Fondalmec and Endurance FOA have obtained the requisite licences pursuant to art. 272 Decree 152/2006 (Environmental Law) in relation to gas emissions into the atmosphere.

4. Endurance Engineering obtained the requisite permissions relating to tensile-structure and the storage of materials through the simplified procedure of S.C.I.A. (Notification of Starting of Industrial Activities) as it is a part of the cat. 44 1 / B of Annexe 1 of the Presidential Decree 151/2011 (Factories, plants, warehouses where manufacturing, processing and / or holding plastics, with quantitative mass greater than 5,000 kg).

Approvals for which applications have been made but are currently pending grant

1. Endurance Fondalmec has made a request for a license in relation to gas emissions into the atmosphere for chimney number. 11 in the plants of Lombardore (TO), Via Del Boschetto 2/39 and 2/43 on April 28, 2016 (and registered by the relevant authority with protocol number 2308 10.13.3 dated 3rd June 3, 2016).

2. Endurance FOA, as a consequence of transfer of certain assets from the Chivasso (TO) plant, Via Regione Pozzo, to the Chivasso (TO) plant Via F.lli Bonaudo, filed for the administrative procedure to obtain certification of compliance from the competent fireman office (proc. N. 77274/1 for Via F.lli Bonaudo and proc. N. 64808/5 for Via Regione Pozzo). The fireman office has requested certain improvements to comply with the legal requirements, which are in progress and after completion of the same, they will be duly informed for the registration of start of activity certification ("*SCIA – Seganalazione Certificata Inizio Attività*"), and subsequent final closing of administrative process.

3. Endurance Fondalmec, in connection with recently acquired new buildings of Lombardore Plant, is currently waiting for the release of integrative fire prevention certificate ("*C.P.I. – Certificato prevenzione incendi*"), wherein certain minor improvements have been suggested, and the implementation of the same is in process. After completion, the fireman office will be duly informed for the registration of start of activity certification ("*SCIA - Segnalazione Certificata Inizio Attività*"), and subsequent final closing of administrative process.

Except as stated above, as regards our Subsidiaries in Italy, there are no applications or any approvals/ licenses that have expired which are awaiting renewal nor are there any approvals required for which applications have not been made by our Subsidiaries in Italy.

Approvals in Relation to our Subsidiary in Germany

Endurance Amann is required to obtain various approvals for its plants in Germany, which include the following material registrations and approvals:

1. Trade notification in relation to manufacturing and distribution of die casting parts, moulding and special purpose machines as well as the acquisition of and the participation in companies.

2. Certificates in relation to establishment and application of a quality management system for the mechanical processing and assembly of die casting products ISO 9001:2008 and the manufacture of die casted parts in aluminium alloy (without product design as per Chapter 7.3)- ISO/TS 16949:2009.

3. Certificates in relation to implementation and application of an energy management system for the production of aluminium die-cast components including mechanical processing- ISO 50001:2011.

4. The following official permits and notices:

(i) Emission protection alternation permission (*immissionsschutzrechtliche Änderungsgenehmigung*) for the expansion of the plant for the smelting and casting of nonferrous metals up to a total capacity of 85 tons per day in Jahnstraße 19 in Massenbachhausen;

(ii) Emission protection alternation permission (*immissionsschutzrechtliche Änderungsgenehmigung*) for the construction and the operation of two new cooling towers, the installation of outgoing and incoming air systems in the new and old foundry and the change of the operation of the *Schaumwäscher* in 74252 Massenbachhausen, Jahnstr. 19, land parcel no. 777/1;

(iii) Notice that the following changes do not require an emission protection alternation permission (*immissionsschutzrechtliche Änderungsgenehmigung*) (a) exchange of two holding furnaces in the melting plant; (b) alternation in the tooling and dies shop; (c) modified operation mode of the cooling towers;

(iv) Notice that the following changes do not require an emmission protection alternation permission (*immissionsschutzrechtliche Änderungsgenehmigung*) (a) replacement of the Schaumwäscher by a combined system; (b) replacement of the exhaust lines; (c) production of a new 14.5 m exhaust chimney with sound absorbers;

(v) Notice that replacement of two casting cells and one age-hardening furnace in the melting plant do not require an emission protection alternation permission (*immissionsschutzrechtliche Änderungsgenehmigung*); and

(vi) Building permission (*Baugenehmigung*) for a new construction of a production hall (metal processing) with integrated shipping hall, offices and 28 parking spaces.

As regards Endurance Amann, there are no applications pending or any approvals / licenses that have expired which are awaiting renewal nor are there any approvals required for which applications have not been made by Endurance Amann.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

- Our Board has by way of a resolution dated June 10, 2016, approved the Offer of up to 24,613,024 Equity Shares by the Selling Shareholders of which up to 5,317,056 Equity Shares are being offered by the Promoter Selling Shareholder and up to 19,295,968 Equity Shares are being offered by Actis. Our Shareholders have by way of a resolution dated June 29, 2016 approved the Offer.

- Actis specifically confirms that its board of directors has authorised the offer, sale and transfer of the Actis Offered Shares by way of the Offer pursuant to a board resolution dated June 30, 2016 and the consent letter dated July 4, 2016 issued by Actis.

- The Promoter Selling Shareholder has consented to the inclusion of his component of the Offer for Sale pursuant to the consent letter dated June 29, 2016.

- Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to letters dated July 14, 2016 and July 22, 2016, respectively.

Except for the Equity Shares issued pursuant to the bonus issue on May 29, 2016 as mentioned in "*Capital Structure - Notes to Capital Structure - Share capital history - History of equity share capital of our Company*" on page 92 of this Prospectus, each of the Selling Shareholder confirms that the respective Equity Shares being offered by them in the Offer have been held by them for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus with SEBI, and the Equity Shares proposed to be offered and sold by each of the Selling Shareholders are free from any lien, charge, encumbrance or contractual transfer restrictions. The Selling Shareholders have also confirmed that they are the legal and beneficial owners of the Equity Shares being offered under the Offer for Sale.

Prohibition by the SEBI or governmental authorities

Our Company, our Promoter, our Directors, the Promoter Group, the Group Companies or persons in control of our Company, are not prohibited or debarred from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

However, SEBI passed an interim order dated April 20, 2009, against GHCL Limited, its chairman, its managing director, its company secretary and its promoter entities for failure to report an accurate shareholding pattern of GHCL Limited in the calendar year 2008. The filings made by GHCL Limited to the stock exchanges stated that Mr. Naresh Chandra and his wife, Mrs. Suman Jain, were referred as part of the promoter entities of GHCL Limited. Mr. Naresh Chandra is the Chairman and Non-Executive Director of our Board, and both he and Mrs. Suman Jain are also members of our Promoter Group. The order directed, among others, GHCL Limited, Mr. Naresh Chandra and Mrs. Suman Jain, not to buy, sell or deal in the securities market. Mr. Naresh Chandra and Mrs. Suman Jain, along with certain promoter entities of GHCL Limited, filed their objections before SEBI. The aforesaid interim order against Mr. Naresh Chandra and Mrs. Suman Jain was vacated by SEBI, pursuant to an order dated July 7, 2009. Further, the interim order against GHCL Limited was also revoked by SEBI by its order dated March 14, 2011. As of the date of this Prospectus, there is no restriction or prohibition on GHCL Limited, Mr. Naresh Chandra and Mrs. Suman Jain, from buying, selling or dealing in the securities market. Mr. Naresh Chandra and Mrs. Suman Jain do not currently hold any position at GHCL Limited, however, they remain shareholders of GHCL Limited.

The companies, with which our Promoter or Directors or persons in control of our Company, are or were associated as promoter, directors or persons in control are not debarred from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Actis specifically confirms that it, has not been prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any regulatory or government authority.

Except for our Directors, Mr. Soumendra Mohan Basu and Mr. Partho Sarothy Datta, who are directors on the board of Peerless Funds Management Co Limited, and Mrs. Falguni Nayar, who is a director on the board of Kotak Securities Limited, none of our Directors are associated with the securities market, in any manner and there is or has been no action taken by SEBI against our Directors or any entity in which our Directors are involved in as promoters or directors. For further details, please see "*Our Management*" on page 201 this Prospectus.

The listing of securities of our Company has never been refused at any time by any stock exchange in India or abroad.

Prohibition by RBI

Neither our Company or Subsidiaries, nor our Promoter, the relatives of our Promoter, Directors or Group Companies have been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

Further except as disclosed in "*Outstanding Litigation and Material Developments*" on page 500 of this Prospectus, there has been no violation of any securities laws committed by our Company, Subsidiaries, Directors, Promoter, Promoter Group and Group Companies in the past and no such proceedings are currently pending against any of them.

Actis specifically confirms that it has not been declared as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI. Further, there has been no violation of any securities law committed by Actis in the past and no such proceedings are currently pending against it.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(1) of the ICDR Regulations as explained below:

- Our Company has had net tangible assets of at least ₹ 30 million in each of the preceeding three full years (of 12 months each);
- Our Company has a minimum average pre-tax operating profit of ₹ 150 million, calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceeding five years;
- Our Company has a net worth of at least ₹ 10 million in each of the three preceeding full years (of 12 months each);
- The aggregate size of the proposed Offer and all previous issues made in the same Fiscal is not expected to exceed five times the pre-Offer net worth as per the audited balance sheet of our Company for the preceeding Fiscal; and
- Our Company has not changed its name within the last one year other than the conversion into a public limited company.

Our Company's net tangible assets, pre-tax operating profit and net worth derived from the Restated Financial Information included in this Prospectus as of, and for the last five years ended March 31, are set forth below:

(₹ in million)

	Fiscal									
	2016		**2015**		**2014**		**2013**		**2012**	
	Unconsolidated	**Consolidated**	**Unconsolidated**	**Consolidated**	**Unconsolidated**	**Consolidated**	**Unconsolidated**	**Consolidated**	**Unconsolidated**	**Consolidated**
Net tangible assets, as restated	13,245.54	12,556.13	11,358.74	9,955.95	9,738.45	8,341.67	7,193.20	6,116.59	6,747.23	4,942.21
Pre-tax operating profit, as restated	2,917.94	4,260.85	2,572.59	3,779.40	2,418.86	3,329.72	1,960.27	3,053.35	2,120.89	3,280.57
Net worth, as restated	13,383.	14,193	11,539.	11,493	9,891.1	9,135.	7,273.2	7,119.	6,730.1	5,896.

	90	.85	55	.49	8	34	1	11	7	66

(i) 'Net tangible assets' means the restated net assets excluding intangible fixed assets, intangibles under development, goodwill on consolidation, deferred tax assets/ liability and minority interest.
(ii) 'Pre-tax operating profit/(loss)' means net profit before the aggregate of tax, extraordinary items, exceptional items, finance costs, other income and minority interest.
(iii) 'Net worth' has been defined as the aggregate value of the paid up share capital, securities premium account, general reserve, capital reserve and surplus in statement of profit and loss.

In accordance with Regulation 26(4) of the ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted shall not be less than 1,000, failing which, the entire application money will be refunded. In case of delay, if any, in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

The Offer is being made pursuant to Rule 19(2)(b)(iii) of the SCRR read with Regulation 41 of the ICDR Regulations, this is an Offer for at least 10% of the post-Offer capital. The Offer is being made through the Book Building Process, in reliance on Regulation 26(1) of the ICDR Regulations, wherein not more than 50% of the Offer shall be allocated to QIBs on a proportionate basis. Provided that our Company and the Selling Shareholders in consultation with the Lead Managers, have allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis out of which one third was reserved for domestic Mutual Funds only subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion (other than Anchor Investor Portion). 5% of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non Institutional Investors and not less than 35% of the Offer shall be available for allocation, in accordance with the ICDR Regulations, to Retail Individual Investors, subject to valid Bids being received at or above the Offer Price. For further details, please see "*Offer Procedure*" on page 546 of this Prospectus.

Our Company is in compliance with conditions specified in Regulation 4(2) of the ICDR Regulations to the extent applicable.

Disclaimer Clause of SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE LEAD MANAGERS, AXIS CAPITAL LIMITED AND CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH ICDR REGULATIONS IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS CONFIRMED OR UNDERTAKEN BY HIM IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO HIMSELF AND HIS RESPECTIVE PROPORTION OF THE EQUITY SHARES OFFERED IN THE OFFER AND ACTIS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO ACTIS OFFERED SHARES, THE LEAD MANAGERS, AXIS CAPITAL LIMITED AND CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS

DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, AXIS CAPITAL LIMITED AND CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 5, 2016, WHICH READS AS FOLLOWS:

WE, THE LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. **"WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**

   (A) THE DRAFT RED HERRING PROSPECTUS FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;

   (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

   (C) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. **WE CONFIRM THAT BESIDES OURSELVES ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - <u>NOTED FOR COMPLIANCE.</u>**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN, SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE ICDR REGULATIONS, WHICH RELATES TO THE EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. <u>– COMPLIED WITH AND NOTED FOR COMPLIANCE.</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE ICDR REGULATIONS SHALL BE**

COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. – NOT APPLICABLE.

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH TO THE EXTENT APPLICABLE.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 40(3) OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET SHARES IN DEMAT OR PHYSICAL MODE - NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER HAVE TO BE ISSUED ONLY IN DEMATERIALISED FORM.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    (A) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

    (B) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE ICDR REGULATIONS WHILE MAKING THE OFFER. – NOTED FOR COMPLIANCE.**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF ICDR REGULATIONS, CONTAINING DETAILS SUCH**

AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

16. **WE ENCLOSE A STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS BELOW (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR.**

17. **WE CERTIFY THAT THE PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, IN ACCORDANCE WITH AS-18 IN THE FINANCIAL STATEMENTS INCLUDED IN THE DRAFT RED HERRING PROSPECTUS.**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y(1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS. (IF APPLICABLE). – NOT APPLICABLE.**

The filing of this Prospectus does not, however, absolve our Company from any liabilities under Section 34 or Section 36 of Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Offer. SEBI further reserves the right to take up, at any point of time, with the Lead Managers, any irregularities or lapses in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

The filing of this Prospectus does not absolve the Selling Shareholders from any liabilities to the extent of the statements made by it in respect of itself and of the Equity Shares offered by such Selling Shareholder, as part of the Offer for Sale, under Section 34 or Section 36 of Companies Act, 2013.

All legal requirements pertaining to the Offer have been complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of this Prospectus with the RoC in terms of Sections 26, 30 and 32 of the Companies Act, 2013.

Price information of past issues handled by the Lead Managers

The price information of past issues handled by the Lead Managers is as follows:

Axis Capital Limited:

1. *Price information of past issues(during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	RBL Bank Limited	12,129.67	225.00	August 31, 2016	274.20	+27.07%,[-2.22%]	-	-
2	Dilip Buildcon Limited	6,539.77	219.00	August 11, 2016	240.00	+5.11%,[+3.20%]	-	-
3	Advanced Enzyme Technologies Limited	4,114.88	896.00[3]	August 1, 2016	1,210.00	+56.24%,[+1.23%]	-	-
4	Quess Corp Limited	4,000.00	317.00	July 12, 2016	500.00	+73.60%,[+0.64%]	-	-

5	Ujjivan Financial Services Limited	8,824.96[1]	210.00	May 10, 2016	231.90	+72.38%,[+4.88%]	+115.38%,[+10.44%]	-
6	Equitas Holdings Limited	21,766.85	110.00	April 21, 2016	145.10	+34.64%,[-2.05%]	+57.91%,[+7.79%]	-
7	Narayana Hrudayalaya Limited	6,130.82	250.00	January 6, 2016	291.00	+28.76%,[-4.35%]	+15.86%,[+0.23%]	+25.56,%[+8.13%]
8	Alkem Laboratories Limited[2]	13,477.64	1050.00	December 23, 2015	1380.00	+30.34%,[-7.49%]	+28.60%,[-2.06%]	+31.91%, [+4.74%]
9	Coffee Day Enterprises Ltd	11,500.00	328.00	November 2, 2015	317.00	-21.42%,[-1.19%]	-20.76%,[-6.15%]	-20.98%,[-2.50%]
10	Pennar Engineered Building Systems Limited	1561.90	178.00	September 10, 2015	177.95	-5.93%,[+5.16%]	-11.26%,[-1.11%]	-17.39%,[-3.89%]

Source: www.nseindia.com
[1]Company has undertaken a Pre-Ipo Placement aggregating to ₹2,918.39 Million. The size of the fresh issue as disclosed in the draft red herring prospectus dated December 31, 2015, being ₹6,500 Million, has been reduced accordingly.
[2]Price for eligible employees was ₹ 950.00 per equity share
[3]Price for eligible employees was ₹ 810.00 per equity share

Notes:
a. The CNX NIFTY is considered as the Benchmark Index.
b. Price on NSE is considered for all of the above calculations.
c. In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.
d. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. *Summary statement of price information of past issues(during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited*

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2016-2017*	6	57,376.13	-	-	-	3	2	1	-	-	-	-	-	-
2015-2016	8	60,375.66	0	0	3	0	4	1	0	0	3	1	2	2
2014-2015	1	3,504.30	0	1	0	0	0	0	0	0	1	0	0	0

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Citigroup Global Markets India Private Limited:

1. *Price information of past issues handled by Citi:*

Sr. No.	Issue Name	Issue size (in ₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing

Sr. No.	Issue Name	Issue size (in ₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	UFO Moviez India Ltd.	6,000.00	625.00	May 14, 2015	600.00	(-)11.68% [(-)2.93 %]	(-) 5.54% [+1.52%]	(-) 18.27% [(-)3.76%]
2.	Coffee Day Enterprise Limited	11,500.00	328.00	November 2, 2015	317.00	(-) 21.42% [(-)1.19%]	(-) 19.73% [(-)6.05%]	(-) 20.98% [(-)2.50%]
3.	InterGlobe Aviation Limited	30,085.00	765.00	November 10, 2015	855.80	+32.39% [(-)2.20%]	+7.76% [(-)5.09%]	+40.59% [(-)0.64%]
4.	Dr. Lal Pathlabs Limited	6,319.10	550.00	December 23, 2015	720.00	+32.54% [(-)7.49%]	+66.95% [(-)2.06%]	+63.13% [(+)3.87%]
5.	Mahanagar Gas Ltd.(3)	10,388.80	421.00	July 1, 2016	540.00	+20.86% [+3.72%]	+57.15% [+5.00%]	N/A
6.	L&T Infotech Ltd	12,363.80	710.00	July 21, 2016	667.00	(-) 0.36% [+1.84%]	N/A	N/A
7.	RBL Bank Limited	12,129.70	225	August 31, 2016	274.20	+27.07% [(-)2.22%]	N/A	N/A

Source: www.nseindia.com

Notes:
1. Nifty is considered as the benchmark index.
2. In case 30th/ 90th/180th day is not a trading day, closing price on the BSE of a trading day immediately prior to the 30th/ 90th/180th day, is considered
3. Since the listing date of Mahanagar Gas Ltd. was July 1, 2016, information relating to closing prices and benchmark index as on 90th / 180th calendar day from listing date is not available
4. Since the listing date of L&T Infotech Ltd. was July 21, 2016, information relating to closing prices and benchmark index as on 30th / 90th / 180th calendar day from listing date is not available

2. Summary statement of price information of past issues handled by Citi:

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2016-17	3	34,882.30	-	-	1	-	-	1	-	-	-	-	-	-
2015-16	4	53,904.10	-	-	2	-	2	-	-	-	2	1	1	-
2014-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

1. Since the listing date of Mahanagar Gas Ltd. was July 1, 2016, information relating to closing prices and benchmark index as on 90th / 180th calendar day from listing date is not available
2. Since the listing date of L&T Infotech Ltd. was July 21, 2016, information relating to closing prices and benchmark index as on 90th / 180th calendar day from listing date is not available.
3. Since the listing date of RBL Bank Ltd. was August 31, 2016, information relating to closing prices and benchmark index as on 30th / 90th / 180th calendar day from listing date is not available.

Track record of past issues handled by the Lead Managers

For details regarding the track record of the Lead Managers, as specified in circular (CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please refer to the websites of the Lead Managers, as set forth in the table below:

Sr. No	Name of the Lead Manager	Website
1.	Axis Capital Limited	http://www.axiscapital.co.in
2.	Citigroup Global Markets India Private Limited	http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm

Caution – Disclaimer from our Company, the Selling Shareholders, our Directors and the Lead Managers

Our Company, our Directors and the Lead Managers accept no responsibility for statements made otherwise than those contained in this Prospectus or in any advertisements or any other material issued by or at our Company's instance. It is clarified that the Promoter Selling Shareholder is providing information in this Prospectus only about and in relation to himself and the Equity Shares offered by him under the Offer for Sale and is not responsible or liable for any other statement or information contained in this Prospectus. It is further clarified that Actis is providing information in this Prospectus only in relation to themselves and Actis Offered Shares and Actis, its directors, affiliates, associates and officers accept and/or undertake no responsibility or liability for any other statement or information contained in this Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.endurancegroup.com, or the website of any of our Promoter, Promoter Group, Group Companies or of any affiliate or associate of our Company, would be doing so at his or her own risk.

The Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement entered into between the Underwriters, our Company, and the Selling Shareholders.

All information shall be made available by our Company, Selling Shareholders and the Lead Managers to the public and investors at large and no selective or additional information will be made available for a section of investors in any manner whatsoever including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

Neither our Company, nor Actis, nor the Promoter Selling Shareholder, nor any member of the Syndicate shall be liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Bidders are required to confirm and are deemed to have represented to our Company, Actis, the Promoter Selling Shareholder and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and that they shall not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Actis, the Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

The Lead Managers and their respective affiliates and associates may engage in transactions with, and perform services for, our Company and its Group Companies or affiliates or Actis or the Promoter Selling Shareholder and their respective affiliates or associates or group companies or third parties in the ordinary course of business and have engaged, or may in the future engage, in transactions including underwriting, commercial banking and investment banking transactions with our Company and its Group Companies or affiliates or Actis or the

Promoter Selling Shareholder and their respective affiliates, associates, group companies or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in Respect of Jurisdiction

The Offer is being made in India to persons resident in India, including Indian national residents in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorised to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 250 million and pension funds with minimum corpus of ₹ 250 million, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI and permitted Non-Residents including FPIs and Eligible NRIs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, India.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S under the Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Red Herring Prospectus and this Prospectus will not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Red Herring Prospectus and this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Red Herring Prospectus and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Red Herring Prospectus and this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, Actis and the Promoter Selling Shareholder and their respective affiliates from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Important Information For Investors – Eligibility And Transfer Restrictions

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws of the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the

Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the Securities Act.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with the Company and the Lead Managers that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
(2) the Equity Shares offered pursuant to the Offer have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
(3) the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of a qualified institutional buyer with respect to which it exercises sole investment discretion;
(4) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;
(5) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them;
(6) the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;
(7) the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act;
(8) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the Securities Act or general solicitation or advertising within the meaning of Regulation D under the Securities Act in the United States with respect to the Equity Shares;
(9) the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR WITH

ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

(10) the Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and
(11) the purchaser acknowledges that the Company, the Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented to and agreed with the Company and the Lead Managers that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
(2) the Equity Shares offered pursuant to the Offer have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
(3) the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the Securities Act;
(4) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, was located outside the United States at the time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated;
(5) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;
(6) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them;
(7) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the Securities Act in the United States with respect to the Equity Shares;
(8) the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF

REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

(9) the Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

(10) the purchaser acknowledges that the Company, the Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Disclaimer Clause of BSE

"BSE Limited ("the Exchange") has given vide its letter dated July 14, 2016, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:-

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) 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 that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange 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."

Disclaimer Clause of NSE

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/81126-A dated July 22, 2016 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange 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 any other reason whatsoever."

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at the Corporate Finance Department, SEBI Bhavan, Plot No. C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, India.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 has been delivered for registration to the RoC, and a copy of this Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with the RoC:

The office of the RoC is located at:

The Registrar of Companies, Maharashtra

Everest 5th Floor
100, Marine Drive
Mumbai 400 002,
Maharashtra, India

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Initial listing applications will be made to the Stock Exchanges for permission to deal in, and for an official quotation of the Equity Shares. BSE Limited will be the Designated Stock Exchange with which the 'Basis of Allotment' will be finalised.

If permission to deal in and for an official quotation of the Equity Shares is not granted by any of the Stock Exchanges, our Company and the Selling Shareholders will forthwith repay, all moneys received from the applicants in pursuance of the Red Herring Prospectus, required by applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest as prescribed under applicable laws.

Our Company and the Promoter Selling Shareholder shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Offer Closing Date. Actis specifically confirms that it shall provide reasonable support and extend reasonable cooperation as required or requested by the Company and the Promoter Selling Shareholder to facilitate this process. If our Company does not Allot Equity Shares pursuant to the Offer within six Working Days from the Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"***Any person who:***

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

Consents

Consents in writing of the Selling Shareholders, the Directors, the Company Secretary and Compliance Officer, Group Chief Financial Officer, the Bankers/lenders to the Company, the Lead Managers, Escrow Collection Bank, Public Offer Account Bank, Refund Bank, Registrar to the Offer, Legal Counsel to the Company, Legal

Counsel to the Lead Managers as to Indian Law, Legal Counsel to the Lead Managers as to U.S. law, CRISIL, to act in their respective capacities, have been obtained and filed along with a copy of the Red Herring Prospectus and this Prospectus with the RoC, as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

Our Company has received written consent dated September 19, 2016 from its Auditor, namely, Deloitte Haskins & Sells LLP, Chartered Accountants, to include its name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports of the Auditor on the Restated Unconsolidated Financial Information and on the Restated Consolidated Financial Information, both dated August 26, 2016, respectively, the reports of the Auditor both dated August 26, 2016 on the Ind AS Financial Statements and the Statement of Tax Benefits dated September 19, 2016, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. The term "expert" and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Our Company has received a written consent dated June 30, 2016 from CRISIL, to include its name as required under the Companies Act, 2013 in this Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the industry report titled '*Market assessment of auto component in 2W and 3W*' dated June 29, 2016 and its contents or any extracts thereof being included and/or reproduced in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated September 19, 2016 from its Auditor, namely, Deloitte Haskins & Sells LLP, Chartered Accountants, to include its name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports of the Auditor on the Restated Unconsolidated Financial Information and on the Restated Consolidated Financial Information, both dated August 26, 2016, respectively, the reports of the Auditor both dated August 26, 2016 on the Ind AS Financial Statements and the Statement of Tax Benefits dated September 19, 2016, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. The term "expert" and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Our Company has received a written consent dated June 30, 2016 from CRISIL, to include its name as required under the Companies Act, 2013 in this Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the industry report titled '*Market assessment of auto component in 2W and 3W*' dated June 29, 2016 and its contents or any extracts thereof being included and/or reproduced in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Offer Expenses

The break-up for the Offer expenses is as follows:

Activity	Estimated expenses (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to Lead Managers	374.08	53.65%	3.22%
Selling commission and processing fees for SCSBs[(3)]	20.40	2.93%	0.18%
Selling commission and processing/uploading charges for Syndicate Members, Registered Brokers, RTAs and CDPs [(1) (2)]	12.80	1.84%	0.11%
Fees payable to Registrar to the Offer	14.70	2.11%	0.13%
Printing and stationary expenses	15.71	2.25%	0.14%
Advertising and marketing expenses	49.68	7.13%	0.43%
Others			
- Listing fees	0.07	0.01%	0.00%

Activity	Estimated expenses (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
- SEBI, BSE and NSE processing fees	25.81	3.70%	0.22%
- Fees payable to Legal Counsels	83.21	11.93%	0.72%
- Miscellaneous	100.79	14.46%	0.87%
Total estimated Offer expenses	**697.25**	**100.00%**	**6.00%**

(1)Selling commission payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the SCSBs, would be as follows:

Portion for Retail Individual Investors:*	*0.35% of the Amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Investors:*	*0.20% of the Amount Allotted (plus applicable taxes)*

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

No processing fees shall be payable by the Company / the Selling Shareholders to the SCSBs on the applications directly procured by them.

Processing fees payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Investors:*	*₹10 per valid application (plus applicable taxes)*
Portion for Non-Institutional Investors:*	*₹10 per valid application (plus applicable taxes)*

**Based on valid Applications.*

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

Portion for Retail Individual Investors:*	*0.35% of the Amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Investors:*	*0.20% of the Amount Allotted (plus applicable taxes)*

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

Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by them and submitted to SCSB for blocking, would be as follows:

₹10 per valid application (plus applicable taxes) bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and Bidding Charges payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(3)Processing / uploading charges payable to the Registered Brokers on the portion for Retail Individual Investors, Non-Institutional Investors, which are directly procured by the Registered Brokers and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Investors:*	*₹10 per valid application (plus applicable taxes)*
Portion for Non-Institutional Investors:*	*₹10 per valid application (plus applicable taxes)*

** Based on valid Bid cum Application Forms*

Total ASBA Processing Fees

A sum of ₹15.00 million plus service tax which shall be the maximum ASBA processing fees payable by the Company and the Selling Shareholders.

All expenses in relation to the Offer will be shared amongst the Selling Shareholders, as mutually agreed in writing between our Company and the Selling Shareholders, in accordance with applicable law.

Fees, Brokerage and Selling Commission Payable to the Lead Managers

The total fees payable to the Lead Managers (including underwriting commission, brokerage and selling commission and reimbursement of their out-of-pocket expense) will be as stated in the engagement letters among our Company, Actis, the Promoter Selling Shareholder and the Lead Managers and the Syndicate Agreement, copies of which will be made available for inspection at the Registered Office.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCSBs, Registered Brokers, RTAs and CDPs, please see "*Objects of the Offer*" on page 106 of this Prospectus.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer for processing of application, data entry, printing of Allotment Advice/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated July 5, 2016 entered into, among our Company, Actis, the Promoter Selling Shareholder and the Registrar to the Offer, a copy of which is available for inspection at the Registered Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send such refund in any of the modes described in this Prospectus or Allotment Advice by registered post/speed post/ordinary post.

IPO grading

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

Previous public or rights issues during the last five years

Our Company has not made any previous public issue or any rights issues during the five years preceeding the date of this Prospectus.

Prior filing of a draft red herring prospectus with SEBI:

Our Company had filed a draft red herring prospectus with SEBI on September 29, 2010 ("**Erstwhile DRHP**"), in relation to which our Company received observations from SEBI on December 14, 2010. However, in light of the then prevailing market conditions, the Erstwhile DRHP was subsequently withdrawn by way of a letter dated November 21, 2011. Bidders are advised to not place any reliance on the Erstwhile DRHP and refer to the Red Herring Prospectus and this Prospectus in relation to the Offer and details with respect to our Company.

Previous issues of securities otherwise than for cash

Except as disclosed under "*Capital Structure – Notes to Capital Structure – Share Capital History*" on page 92 of this Prospectus, our Company has not issued any securities for consideration other than cash.

Underwriting commission, brokerage and selling commission on previous issues

No sum has been paid or is payable as commission or brokerage for subscribing to or procuring for, or agreeing to procure subscription for any of the Equity Shares of our Company since its inception.

Capital issuances in the preceeding three years

Except as disclosed in "*Capital Structure"* on page 91 of this Prospectus, our Company has not made any capital issues during the three years preceeding the date of this Prospectus.

Details of public/ rights issues by listed Group Companies and/ or Subsidiaries in the last three years

None of our Group Companies and/ or Subsidiaries are listed.

Performance vis-à-vis objects

There has been no shortfall in terms of performance vis-à-vis objects for any of the previous issues of our Company.

Outstanding debentures or bond issues or preference shares or other instruments

There are no outstanding debentures or bonds or preference shares (including redeemable preference shares) or other instruments as of the date of this Prospectus.

Partly Paid-up Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Prospectus.

Stock Market Data of the Equity Shares

This being an initial public offering of our Company, the Equity Shares are not listed on any stock exchange.

Other Disclosures

Except as disclosed in "*Capital Structure*" on page 91 of this Prospectus, none of our Directors, Promoter and/or the members of our Promoter Group have purchased or sold any securities of our Company, during a period of six months preceeding the date of filing the Draft Red Herring Prospectus with SEBI.

Mechanism for Redressal of Investor Grievances

For all Offer related queries and for redressal of complaints, Investors may also write to the Lead Managers. All complaints, queries or comments received by SEBI shall be forwarded to the Lead Managers, who shall respond to such complaints.

All grievances must be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, quoting the full details such as the name and address of the sole or First Bidder, date and number of the Bid cum Application Form, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, name and address of the relevant Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Bidders shall also enclose a copy of the Acknowledgement Slip duly received from the Designated Intermediaries in addition to the documents/ information mentioned hereinabove.

The agreement between the Registrar to the Offer, our Company, and the Selling Shareholders dated July 5, 2016, provides for retention of records, including refund orders despatched to the Bidders, with the Registrar to the Offer for a period of at least three years from the date of commencement of trading of the Equity Shares, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of Bidders other than Anchor Investors. Our Company, the Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

There have been no investor grievances received by our Company for the three years prior to the filing of the Draft Red Herring Prospectus.

As on date there are no investor complaints pending.

Our Company has constituted a Stakeholders' Relationship Committee, comprising of Ms. Anjali Seth, Mr. Satrajit Ray and Mr. Asanka Haren Edirimuni Rodrigo as members. For further details, please see "*Our Management*" on page 201 of this Prospectus.

Our Company has appointed Mr. Sunil N. Lalai as the Company Secretary and Vice President - Legal and the Compliance Officer and he may be contacted in case of any pre-Offer or post-Offer related problems. He can be contacted at the following address:

Company Secretary and Vice President - Legal and Compliance Officer

"Kumar Solitaire", 2nd Floor,
Kalyani Nagar, Nagar Road,
Pune - 411 006
Telephone: +91 (20) 2668 0892/ 93
Facsimile: +91 (20) 2668 0894
Email: investors@endurance.co.in

Change in Statutory Auditors

There have been no changes in the statutory auditors of our Company during the three years preceeding the date of this Prospectus.

Capitalisation of Reserves or Profits

Except as disclosed in the section "*Capital Structure*" on page 91 of this Prospectus, our Company has not capitalised its reserves or profits at any time since its incorporation.

Revaluation of Assets

Our Company has not revalued its assets since its incorporation, except in FY 2009, when our Company revalued all its tangible fixed assets as of March 31, 2009 including all the tangible fixed assets which were transferred from ESIPL to our Company, pursuant to the ESIPL Scheme of Arrangement as on the appointed date i.e. April 1, 2008. The valuation report dated July 28, 2009 in relation to the revaluation of tangible fixed assets of ESIPL has been made available as a material document for inspection.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered pursuant to the Offer are subject to the provisions of the Companies Act, the ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of the Red Herring Prospectus, this Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, CAN/ the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to applicable laws, rules, guidelines, notifications and regulations relating to the offerof capital and listing of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, RBI, RoC, FIPB and/or other authorities, as in force on the date of the Offer and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI and/or any other regulatory authority while granting its approval for the Offer.

Offer for Sale

All expenses in relation to the Offer will be shared amongst the Selling Shareholders, as mutually agreed in writing between our Company and the Selling Shareholders, in accordance with applicable law.

Ranking of Equity Shares

The Equity Shares being transferred pursuant to the Offer shall be subject to the provisions of our Memorandum and Articles of Association and the Companies Act and shall rank *pari passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under the Offer, will be entitled to dividends and / or any other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please see "*Dividend Policy*" and "*Main Provisions of our Articles of Association*" on pages 221 and 591 of this Prospectus, respectively.

Mode of Payment of Dividend

Our Company shall pay dividend, if declared, to the shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum and Articles of Association and the Listing Agreement. For further details, please see "*Dividend Policy*" and "*Main Provisions of our Articles of Association*" on pages 221 and 591 of this Prospectus, respectively.

Face value and Offer Price

The face value of each Equity Share is ₹ 10 and the Offer Price is ₹ 472 per Equity Share. The Anchor Investor Offer Price is ₹ 472 per Equity Share. At any given point of time, there shall be only one denomination for the Equity Shares of our Company, subject to applicable laws.

The Floor Price of the Equity Shares is ₹ 467 per Equity Share and the Cap Price is ₹ 472 per Equity Share. The Price Band and the minimum Bid Lot were decided by our Company and the Selling Shareholders, in consultation with the Lead Managers. These were published by our Company at least five Working Days prior to the Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Aurangabad edition of Loksatta, a Marathi daily newspaper (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation with the relevant financial ratios calculated at the Floor Price and at the Cap Price. Such information was also disclosed to the Stock Exchanges for dissemination through, and was pre-filled in the Bid cum Application Forms available on, the Stock Exchanges' websites.

Compliance with ICDR Regulations

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles of Association, the equity shareholders of our Company shall have the following rights:

- right to receive dividend, if declared;
- right to attend general meetings and exercise voting powers, unless prohibited by law;
- right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- right to receive offers for rights shares and be allotted bonus shares, if announced;
- right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- right of free transferability, subject to applicable law; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013, the terms of the Listing Regulations, and our Memorandum and Articles of Association.

For further details on the main provisions of our Company's Articles of Association including those dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, please see "*Main Provisions of our Articles of Association*" on page 591 of this Prospectus.

Market lot and trading lot

As per the applicable law, the trading of our Equity Shares shall only be in dematerialised form for all investors. Since trading of our Equity Shares will be in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be done only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 30 Equity Shares to successful Bidders.

Nomination facility to the Bidder

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the Registrar and Share Transfer Agent of our Company.

Further, any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or

b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investors require a change in the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Offer

Our Company and the Selling Shareholders, severally and not jointly, in consultation with the Lead Managers, reserve the right not to proceed with the Offer, in whole or any part thereof, after the Offer Opening Date but before the Allotment. In the event that our Company and the Selling Shareholders in consultation with the Lead Managers, decide not to proceed with the Offer at all, our Company shall issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision. In such event the Lead Managers, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

If our Company and the Selling Shareholders withdraw the Offer after the Offer Closing Date and thereafter determine that they will proceed with a fresh issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Offer Programme

OFFER OPENED ON	**Wednesday, October 5, 2016[(1)]**
OFFER CLOSED ON	**Friday, October 7, 2016**

[(1)]*The Anchor Investor Bidding Date was Tuesday, October 4, 2016.*

An indicative timetable in respect of the Offer is set out below:

Event	**Indicative Date**
Offer Closing Date	Friday, October 7, 2016
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, October 17, 2016
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	On or about Tuesday, October 18, 2016
Credit of Equity Shares to demat accounts of Allottees	On or about Tuesday, October 18, 2016
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, October 19, 2016

The above timetable, other than the Offer Closing Date, is indicative and does not constitute any obligation on our Company or the Selling Shareholders or the Lead Managers. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days from the Offer Closing Date, the timetable may be extended due to various factors, such as any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholders confirm that they shall extend reasonable co-operation required by our Company and the Lead Managers for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares (offered by each such Selling Shareholders in the Offer for Sale) at all Stock Exchanges within six Working Days from the Offer Closing Date.

Bids (other than Bids from Anchor Investors):

Offer Period (except the Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time ("**IST**")

On the Offer Closing Date, the Bids have been uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and
(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors.

On Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors after taking into account the total number of Bids received and as reported by the Lead Managers to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Due to limitation of the time available for uploading the Bids on the Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Offer Closing Date and, in any case, no later than 1.00 p.m. IST on the Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Offer Closing Date, as is typically experienced in public offerings, some Bids may not have been uploaded due to lack of sufficient time. Such Bids that were not uploaded have not be considered for allocation under the Offer. Bids were accepted only on business days i.e. Monday to Friday (excluding any public holiday). Our Company, or any of the Selling Shareholders or the members of Syndicate are not liable for any failure in uploading Bids due to faults in any software/hardware system or otherwise. Any time mentioned in the Red Herring Prospectus and this Prospectus is Indian Standard Time.

In case of any discrepancy in the data entered in the electronic book vis-a-vis the data contained in the physical or electronic Bid cum Application Form, for a particular Bidder, the Registrar to the Offer shall ask for rectified data.

Minimum subscription

The requirement of minimum subscription is not applicable to the Offer in accordance with the ICDR Regulations. However, if our Company does not make the minimum Allotment for at least 10% of the post-Offer equity share capital of our Company in terms of Rule 19(2)(b)(iii) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the date of the Offer Closing Date, our Company and the Selling Shareholders shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company and the Selling Shareholders shall pay interest prescribed under the applicable law.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 26(4) of the ICDR Regulations.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only, the market lot for our Equity Shares will be one and therefore no arrangements for disposal of odd lots are required.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, minimum Promoters' contribution, Anchor Investor lock-in, pursuant to the Offer as detailed in "*Capital Structure*" on page 91 of this Prospectus and except as provided in "*Main Provisions of our Articles of Association*" on page 591 of this Prospectus, there are no restrictions on transfers of Equity Shares. Further, there are no restrictions on transmission of shares/ debentures and on their consolidation/ splitting except as provided in our Articles of Associations. For details, please see "*Main Provisions of our Articles of Association*" on page 591 of this Prospectus.

Option to receive Equity Shares in Dematerialised Form

In terms of Section 29 of the Companies Act, 2013, the Allotment of Equity Shares to successful Bidders will only be in the dematerialised form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialised segment of the Stock Exchanges. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated November 28, 2006 entered into between NSDL, our Company and the Registrar to the Offer; and
- Agreement dated July 4, 2016 entered into between CDSL, our Company and the Registrar to the Offer.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA and the circulars and notifications issued thereunder. Unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The consolidated FDI Policy issued by the DIPP by circular D/o IPP F. No. 5(1)/2016-FC-1 of 2016, with effect from June 7, 2016, ("**Consolidated FDI Policy"**), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect prior to June 7, 2016. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the Takeovers Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per existing regulations, OCBs cannot participate in the Offer.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S under the Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Lead Managers are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

OFFER STRUCTURE

Offer of up to 24,613,024 Equity Shares for cash at a price of ₹ 472 per Equity Share (including a share premium of ₹ 462 Equity Share), aggregating up to ₹ 11,617.35 million consisting an Offer for Sale of up to 24,613,024 Equity Shares aggregating up to ₹ 11,617.35 million by (i) Actis and (ii) the Promoter Selling Shareholder, subject to finalisation of Basis of Allotment. The Offer shall constitute up to 17.50% of the fully diluted post-Offer paid-up equity share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	**QIBs#**	**Non-Institutional Investors**	**Retail Individual Investors**
Number of Equity Shares available for allocation(1)##	Up to 12,306,511 Equity Shares	Not less than 3,691,954 Equity Shares available for allocation less allocation to QIB Bidders and Retail Individual Investors.	Not less than 8,614,559 Equity Shares available for allocation less allocation to QIB Bidders and Non-Institutional Investors.
Percentage of Offer size available for Allotment/ allocation	Up to 50% of the Offer However, up to 5% of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (other than Anchor Investor Portion). Unsubscribed portion in the Mutual Fund reservation will be added to the QIB Portion (other than Anchor Investor Portion)	Not less than 15% of the Offer or the Offer less allocation to QIB Bidders and Retail Individual Investors.	Not less than 35% of the Offer or the Offer less allocation to QIB Bidders and Non-Institutional Investors.
Basis of allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): (a) 246,131 Equity Shares shall be allocated on a proportionate basis to Mutual Funds only; and (b) 4,676,474 Equity Shares shall be Allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. 7,383,906 Equity Shares may be allocated on a discretionary basis to Anchor Investors	Proportionate.	The allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis.
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of 30 Equity Shares thereafter.	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of 30 Equity Shares thereafter.	30 Equity Shares and in multiples of 30 Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares not exceeding the Offer subject to applicable	Such number of Equity Shares not exceeding the Offer subject to	Such number of Equity Shares such that the Bid Amount does not exceed ₹ 200,000

Particulars	QIBs[#]	Non-Institutional Investors	Retail Individual Investors
	limits to the Bidder.	applicable limits to the Bidder.	
Mode of Bidding	Through ASBA process, except for Anchor Investors	Through ASBA process only	Through ASBA process only
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Bid lot	30 Equity Shares and in multiples of 30 Equity Shares thereafter.	30 Equity Shares and in multiples of 30 Equity Shares thereafter.	30 Equity Shares and in multiples of 30 Equity Shares thereafter.
Allotment Lot	A minimum of 30 Equity Shares and thereafter in multiples of one Equity Share.	A minimum of 30 Equity Shares and thereafter in multiples of one Equity Share.	A minimum of 30 Equity Shares and thereafter in multiples of one Equity Share.
Trading lot	One Equity Share.	One Equity Share.	One Equity Share.
Who can apply++	Public financial institutions specified in Section 2(72) of the Companies Act, 2013, FPIs (other than Category III Foreign Portfolio Investors), scheduled commercial banks, mutual funds registered with the SEBI, venture capital funds registered with SEBI, FVCIs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.	Resident Indian individuals, Eligible NRIs, HUF (in the name of *Karta*), companies, corporate bodies, scientific institutions societies and trusts, Category III Foreign Portfolio Investors, sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals.	Resident Indian Individuals, Eligible NRIs, HUF (in the name of *Karta*).
Terms of Payment[@]	The entire Bid Amount has been blocked in the ASBA Account by the SCSBs at the time of submission of Bid cum Application Form (excluding for Anchor Investors)*. For Anchor Investors, the entire Bid Amount shall be payable at the time of submission of Bid cum Application Form*.	The entire Bid Amount has been blocked in the ASBA Account by the SCSBs at the time of submission of Bid cum Application Form	The entire Bid Amount has been blocked in the ASBA Account by the SCSBs at the time of submission of Bid cum Application Form

[(1)] Subject to finalisation of Basis of Allotment

[#] Our Company and the Selling Shareholders have, in consultation with the Lead Managers, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For further details, please see "Offer Procedure" on page 546 of this Prospectus.

[##] Subject to valid Bids being received at or above the Offer Price.

*The Offer is being made through the Book Building Process, in reliance of Regulation 26(1) of the ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**"). 5% of the QIB Portion (other than Anchor Investor Portion) will be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (other than Anchor Investor Portion) will be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer will be available for allocation to Retail Individual Investors, in accordance with the ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*

[@] In case of ASBA Bidders, the SCSB shall be authorised to block such funds in the bank account of the ASBA Bidder that are specified in the ASBA Form.

** Any balance amount payable by the Anchor Investors, due to a difference between the Anchor Investor Offer Price and the Bid Amount paid by the Anchor Investors, shall be payable by the Anchor Investors within two Working Days of the Offer Closing Date.*

[++] In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms.

Additional Equity Shares would be allocated to the remaining Bidders in the category to which the Bidder belonged for further allocation on a proportionate basis. For further details, see "*Offer Procedure – Basis of Allocation*" and "*Main Provisions of Articles of Association*" on pages 580 and 591 of this Prospectus, respectively.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other categories or contribution of categories at the discretion of our Company and the Selling Shareholders, in consultation with the Lead Managers and the Designated Stock Exchange.

OFFER PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 and CIR/CFD/POLICYCELL/11/2015 notified by SEBI (the "General Information Document") read with SEBI circular bearing number CIR/CFD/POLICYCELL/11/ 2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under the section "**Part B – General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general and in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the ICDR Regulations. The General Information Document has been updated to reflect amendments to the ICDR Regulations and provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.*

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA process mandatory for all Bidders (except for Anchor Investors), allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days.

Our Company, the Selling Shareholders and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus and this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process, in reliance of Regulation 26(1) of the ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") on a proportionate basis. Provided that our Company and the Selling Shareholders in consultation with the Lead Managers, have allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the ICDR Regulations, of which one-third was reserved for domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion (other than Anchor Investor Portion). 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (other than Anchor Investor Portion) will be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer will be available for allocation to Retail Individual Investors, in accordance with the ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company and the Selling Shareholders and the Lead Managers and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which did not have the details of the Bidders'

depository account, including DP ID, Client ID and PAN, will be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Please note that all the Bidders (other than Anchor Investors) shall mandatorily apply in the Offer through ASBA process only.

Copies of the ASBA Forms and the abridged prospectus were made available with the Designated Intermediaries at the Bidding Centres and Registered Office. An electronic copy of the ASBA Form were available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Offer Opening Date. Copies of the Anchor Investor Forms and abridged prospectus were made available at the offices of the Lead Managers. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. ASBA Bidders were also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the concerned Designated Intermediary, submitted at the Bidding centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form[1]
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non resident including Eligible NRIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB category), FVCIs or FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors[2]	White

(1) *Excluding electronic Bid cum Application Form*
(2) *Anchor Investor Forms were made available at the office of the Lead Managers*

Designated Intermediaries, other than in case of Anchor Investors, shall submit/deliver the ASBA Forms to the respective SCSB, where the bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Who can Bid?

In addition to the category of Bidders set forth under the section "***General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue***" on page 560 of this Prospectus, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- Scientific organisations authorised in India to invest in the Equity Shares; and
- Any other persons eligible to Bid in the Offer under the laws, rules, regulations, guidelines and policies applicable to them.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being issued and

sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S under the Securities Act and pursuant to the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by associates and affiliates of the Lead Managers

The Lead Managers and the Syndicate Members shall not be allowed to purchase Equity Shares in the Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Managers and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of Bidders, including associates or affiliates of the Lead Managers, will be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the Lead Managers nor any persons related to the Lead Managers (other than the Mutual Fund entities related to the Lead Managers) can apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of our company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRIs applying on a repatriation basis should authorise their SCSBs to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis should authorise their SCSBs to block their Non-Resident Ordinary ("**NRO**") accounts the full Bid amount, at the time of submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Bids by FPIs and FIIs

On January 07, 2014, SEBI notified the FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. On March 13, 2014, the RBI amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the FII Regulations. Accordingly, such FIIs can participate in the Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the FPI Regulations.

In terms of the FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the FPI Regulations, an FPI, other than Category III foreign portfolio investors and unregulated broad based funds, which are classified as Category II foreign portfolio investors by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by SEBI registered VCFs, AIFs and FVCIs

The FVCI Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

The category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offer of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other

distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and the Master Circular dated July 1, 2015 – Para-banking Activities read with Master Directions – Reserve Bank of India (Financial Services provided by Banks), 2016, is 10% of the paid up capital of a company, not being its subsidiary engaged in non-financial services or 10 per cent of the bank's paid up capital and reserve, whichever is lower. Provided investments in excess of 10% but not exceeding 30% of the paid up share capital of such investee company shall be permissible in the following circumstances:

i. the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act; or
ii. the additional acquisition is through restructuring of debt/ Corporate Debt Restructuring (CDR)/Strategic Debt Restructuring (SDR), or to protect the banks' interest on loans/investments made to a company.

Further, the aggregate equity investments made in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves. Provided, no bank shall, without the prior approval of RBI, make investment in a non-financial service company in excess of 10% of such investee company's paid up share capital.

Bids by insurance companies

In case of Bids made by insurance companies registered with the Insurance Regulatory and Development Authority of India ("**IRDAI**"), a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 as amended are broadly set forth below:

(a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector to which the investee company belongs: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be.

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 02, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account, using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.

Bids by provident funds/ pension funds

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders in consultation with the Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus and this Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus and this Prospectus.

General Instructions:

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the applicable Bid cum Application Form in the prescribed form;
4. Ensure that the Bid cum Application Form bearing the stamp of the Designated Intermediaries is submitted to the Designated Intermediary at the Bidding Centres, within the prescribed time except in case of electronic forms;
5. Ensure that the Bid cum Application Form is signed by the account holder in case the applicant is not the account holder;
6. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

8. Ensure that the name given in the Bid cum Application Form is exactly the same as the name in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

9. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediary. Instruct your respective banks not to release the funds blocked in the ASBA Account under the ASBA process until six Working Days from the date of closing the Bids;

10. Ensure that you Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

11. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same; and (c) all other applications in which PAN is not mentioned, will be considered rejected.;

12. Ensure that the demographic details are updated, true and correct in all respects;

13. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

14. Ensure that the category and the investor status is indicated;

15. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

16. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

17. Ensure that the depository account is active, the correct DP ID, the Client ID and the PAN are mentioned in the Bid cum Application Form and that the name of the Bidder , the DP ID, the Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the Designated Intermediary, as applicable, match with the name, DP ID, Client ID and PAN available in the Depository database;

18. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

19. Ensure that you tick the correct investor category, as applicable, in the Bid cum Application Form to ensure proper upload of your Bid in the online IPO system of the Stock Exchanges;

20. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;

21. Ensure while bidding through a Designated Intermediary that the Bid cum Application Form is submitted to a Designated Intermediary only in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit Bid cum Application Forms (a list of

such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries);

22. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form;

23. Ensure that you have correctly signed the authorization/undertaking box in the ASBA Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the ASBA Form; and

24. Bids on a repatriation basis shall be in the names of individuals, or in the name of Eligible NRIs, FIIs, FPIs, but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees. Bids by Eligible NRIs for a Bid Amount of up to ₹ 200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount of more than ₹ 200,000 would be considered under Non-Institutional Portion for the purposes of allocation.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not submit revised Bid at a price less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Designated Intermediary;

4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

5. The payment of the Bid Amount in any mode other than blocked amounts in the bank account maintained with an SCSB shall not be accepted under the ASBA process;

6. Do not send Bid cum Application Forms by post; instead submit the same to a Designated Intermediary only;

7. Do not submit the Bid cum Application Forms to the Escrow Collection Bank(s) (assuming that such bank is not a SCSB), our Company, the Selling Shareholders or the Registrar to the Offer (assuming that the Registrar to the Offer is not one of the RTAs);

8. Anchor Investors should not Bid through the ASBA process;

9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

10. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);

11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

12. Do not instruct your respective banks to release the funds blocked in your ASBA Account;

13. Do not submit the General Index Register number instead of the PAN;

14. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;

15. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

17. Do not submit your Bid after 3.00 pm on the Offer Closing Date;

18. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per demographic details provided by the Depository);

19. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or

the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

20. Do not submit Bids to a Designated Intermediary at a location other than specified locations;

21. Do not submit Bids to a Designated Intermediary unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Designated Intermediary to deposit the Bid cum Application Forms.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment instructions

Instructions for Anchor Investors:

(a) Anchor Investors may submit their Bids with Lead Managers only.

(b) Payments should be made either by RTGS, NEFT, or direct credit on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Anchor Investor Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

(c) If the cheque or demand draft accompanying the Anchor Investor Form is not made favouring the Escrow Account, the Bid is liable to be rejected.

(d) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

(e) Anchor Investors are advised to provide the number of the Anchor Investor Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

Payment into Escrow Account for Anchor Investors:

Our Company and the Selling Shareholders in consultation with the Lead Managers, in their absolute discretion, decided the list of Anchor Investors to whom the CAN was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors.

For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

1. In case of resident Anchor Investors and Underwriters: "**Escrow Account ETL IPO – R** "

2. In case of Non-Resident Anchor Investors and Underwriters: "**Escrow Account ETL IPO – NR** "

Pre-Offer Advertisement

Pursuant to Section 30 of the Companies Act, 2013, our Company, after registering the Red Herring Prospectus with the RoC, published a pre-Offer advertisement, in the form prescribed by the ICDR Regulations, in all editions of Financial Express, an English national newspaper, all editions of Jansatta, a Hindi national newspaper and Aurangabad edition of Loksatta, a Marathi newspaper, each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

1. Our Company, the Selling Shareholders and the Syndicate entered into an Underwriting Agreement after the finalisation of the Offer Price.

2. After signing the Underwriting Agreement, an updated Red Herring Prospectus is filed with the RoC in accordance with applicable law, which then is termed as the 'Prospectus'. This Prospectus contains details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and is complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertakings by our Company

Our Company undertakes the following:

- if our Company or the Selling Shareholders do not proceed with the Offer after the Offer Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers in which the pre-Offer advertisement was published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

- if our Company and the Selling Shareholders withdraw the Offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company and / or any Selling Shareholders subsequently decides to proceed with the Offer;

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of Offer Closing Date or such time as prescribed;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/ unblocked in ASBA Account on account of non-listing, under-subscription, etc.; and

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder undertakes and/or certifies the following:

- The Equity Shares being sold by him pursuant to the Offer have been held by him for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI, and, to the extent that the Equity Shares being offered by him in the Offer have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the Draft Red Herring Prospectus and issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceeding the financial year in which the Draft Red Herring Prospectus is filed with the SEBI and such Equity Shares are not being issued by utilization of revaluation reserves or unrealised profits of our Company, in terms of Regulation 26(6) of the ICDR Regulations, prior to the filing of the Draft Red Herring Prospectus with the SEBI, and are fully paid up and are in dematerialised form;

- The Equity Shares being sold by him are free and clear from any pre-emptive rights, liens, mortgages, trusts, charges, pledges or any other encumbrances or transfer restrictions and shall be transferred to the eligible investors within the time specified under applicable law;

- He is the legal and beneficial owner and has full title to the Equity Shares being offered by him in the Offer;

- The Equity Shares proposed to be sold by him in the Offer shall be transferred to the successful bidders within the specified time in accordance with the instruction of the Registrar to the Offer;

- He shall not have recourse to the proceeds from the Equity Shares offered by him in the Offer, until the final listing and trading approvals from all the Stock Exchanges have been obtained;

- He has authorised the Compliance Officer and the Registrar to the Offer to redress complaints, if any, in relation to the Equity Shares held by him and being offered pursuant to the Offer, and he shall extend reasonable cooperation to our Company and the Lead Managers in this regard;

- He shall make available funds required for making refunds to the extent applicable to unsuccessful applicants as per the mode(s) disclosed in the Red Herring Prospectus and this Prospectus to the Registrar to the Offer;

- He shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company in sending a suitable communication, where refunds to the extent applicable are made through electronic transfer of funds, to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- He shall take such steps as may be required to ensure that his Equity Shares proposed to be transferred by way of the Offer will be available for the Offer, including without limitation not selling, transferring, disposing of in any manner or creating any charge or encumbrance on such Equity Shares;

- He shall not further transfer the Equity Shares offered in the Offer during the period commencing from submission of the Draft Red Herring Prospectus with SEBI until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by him in the Offer;

- He shall take all steps and provide all assistance to our Company and the Lead Managers, as may be required for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Offer

Closing Date of the Offer, failing which it shall forthwith repay without interest all monies received from Bidders to the extent of the Offered Shares. In case of delay, interest as per applicable law shall be paid by the Promoter Selling Shareholder; and

- He shall comply with all applicable laws, in India, including the Companies Act, the ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by him in the Offer.

Undertakings by Actis

- The Equity Shares being sold by it pursuant to the Offer have been held by it for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI, and, to the extent that the Equity Shares being offered by it in the Offer have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the Draft Red Herring Prospectus and issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceeding the financial year in which the Draft Red Herring Prospectus is filed with the SEBI and such Equity Shares are not being issued by utilization of revaluation reserves or unrealised profits of the Company, in terms of Regulation 26(6) of the ICDR Regulations, prior to the date of filing the Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;

- it is the legal and beneficial owner of, and has clear title to the Equity Shares being sold by it in the Offer;

- the Equity Shares being sold by it pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be transferred to the eligible investors within the time specified under applicable law;

- it has authorised the Compliance Officer and the Registrar to the Offer to redress complaints, if any, in relation to the Equity Shares held by it and being offered pursuant to the Offer, and it shall extend reasonable cooperation to our Company and the Lead Managers in this regard;

- it shall make available funds required for making refunds to the extent applicable to unsuccessful applicants as per the mode(s) disclosed in the Red Herring Prospectus and this Prospectus to the Registrar to the Offer;

- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company in sending a suitable communication, where refunds to the extent applicable are made through electronic transfer of funds, to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- it shall take all steps and provide all assistance to our Company and the Lead Managers, as may be required for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Offer Closing Date of the Offer, failing which it shall forthwith repay without interest all monies received from Bidders to the extent of the Offered Shares. In case of delay, interest as per applicable law shall be paid by Actis;

- it shall not further transfer the Equity Shares offered in the Offer during the period commencing from submission of the Draft Red Herring Prospectus with SEBI until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;

- it shall not have recourse to the proceeds of the Offer until final approval for listing and trading of the Equity Shares from all Stock Exchanges where listing and trading is sought has been received; and

- it shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Offer are available for transfer in the Offer for Sale within the time specified under applicable law.

Utilisation of Offer Proceeds

The Selling Shareholders along with our Company declares that all monies received out of the Offer shall be credited/ transferred to a separate bank account being the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

PART B

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal advisor and other advisors in relation to the legal matters concerning the issue. For taking on investment decision, the Bidders/Applicants should rely on their own examination of the issuer and the issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the issue.

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/ Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations").

Bidders/ Applicants should note that investment in equity and equity related securities involves risk and Bidder/ Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/ or for subscribing to securities in an Issue and the relevant information about the issuer undertaking the Issue are set out in the Red Herring Prospectus ("RHP"). Prospectus filed by the issuer with the Registrar of Companies ("RoC"). Bidders/ Applicants should carefully read the entire RHP/ Prospectus and the Bid cum Application Form/ and the Abridged Prospectus of the issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/ or overlap between the disclosure included in this document and the RHP/ Prospectus, the disclosures in the RHP/ Prospectus shall prevail. The RHP/ Prospectus of the issuer are available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Issue and on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/ Applicants see *"Glossary and Abbreviations*".

SECTION 2: BRIEF INTRODUCTION TO IPOs/ FPOs

2.1 Initial public issue (IPO)

An IPO means an issue of specified securities by an unlisted issuer to the public for subscription and may include an Issue for Sale of specified securities to the public by any existing holder of such securities in an unlisted issuer.

For undertaking an IPO, an Issuer is, among other things, required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/ Applicants may refer to the RHP/ Prospectus.

2.2 Further public issue (FPO)

An FPO means an issue of specified securities by a listed Issuer to the public for subscription and may include Issue for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is, among other things, required to comply with the eligibility requirements in terms of Regulation 26/Regulation 27 of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/ Applicants may refer to the RHP/

Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act (to the extent applicable),the Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/ Applicants may refer to the RHP/ Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Issue Price through the Book Building Process ("Book Built Issue") or undertake a Fixed Price Issue ("Fixed Price Issue"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue Price cannot be lesser than the face value of the securities.

Bidders/ Applicants should refer to the RHP/ Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/ Applicants) and not more than ten Working Days. Bidders/ Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/ Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/ Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges, Lead Managers, and the advertisement in the newspaper(s) issued in this regard.

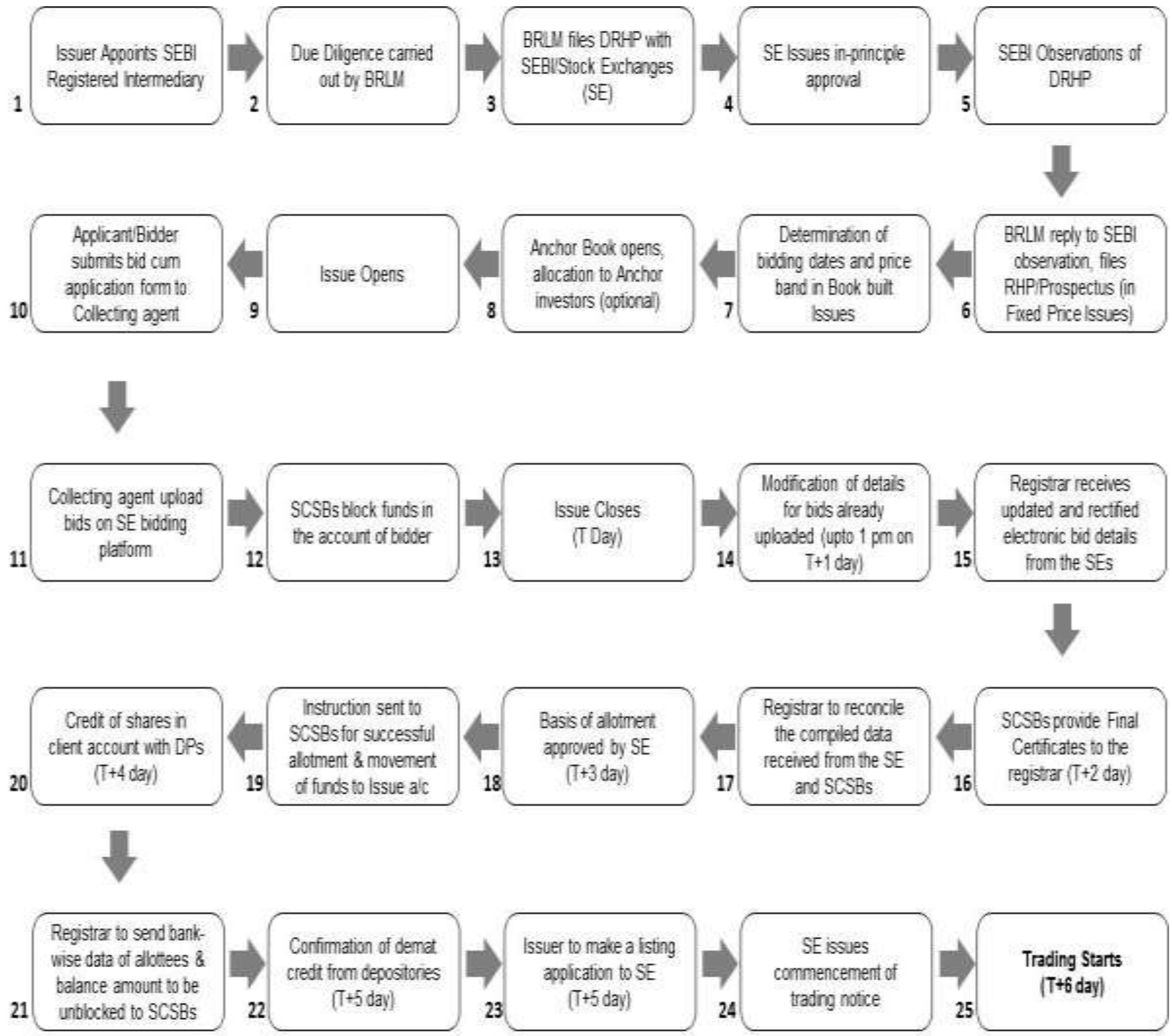
2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/ Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

  (i) Step 7 : Determination of Issue Date and Price

  (ii) Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the RHP/ Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);

- Bids/ Applications belonging to an account for the benefit of a minor (under guardianship);

- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Bidder/ Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/ Applications by HUFs may be considered at par with Bids/ Applications from individuals;

- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;

- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares; QIBs;

- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;

- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);

- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;

- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Bidders ("NIBs") category;

- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;

- FPIs which are Category III foreign portfolio investors, Bidding under the NIBs category;

- Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under their respective constitutions to hold and invest in equity shares;

- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;

- Any other person eligible to Bid in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and

- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of an Anchor Investors, the Anchor Investor Application Form) bearing the stamp of any of the Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Lead Managers, the Designated Intermediaries at the Bidding Centres and at the Registered Office. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/ Prospectus.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the relevant Designated Intermediaries, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the Designated SCSB Branches of the SCSBs and at the Registered Office and Corporate Office of the Issuer. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the Prospectus.

Bidders/ Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/ Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders /Applicants Bidding/ applying in the Reserved Category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialised form in accordance with Section 29 of the Companies Act, 2013. Bidders/ Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM

Bidders/ Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/ Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form–for residents

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

- Retail Individual Bidder
- Non-Institutional Bidder
- QIB

6. INVESTOR STATUS

- Individual(s) - IND
- Hindu Undivided Family* - HUF
- Bodies Corporate - CO
- Banks & Financial Institutions - FI
- Mutual Funds - M F
- Non-Resident Indians - NRI (Non-Repatriation basis)
- National Investment Fund - NIF
- Insurance Funds - IF
- Insurance Companies - IC
- Venture Capital Funds - VCF
- Alternative Investment Funds - AIF
- Others (Please specify) - OTH

* HUF should apply only through *Karta* (*Application by HUF would be treated on par with Individual*)

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

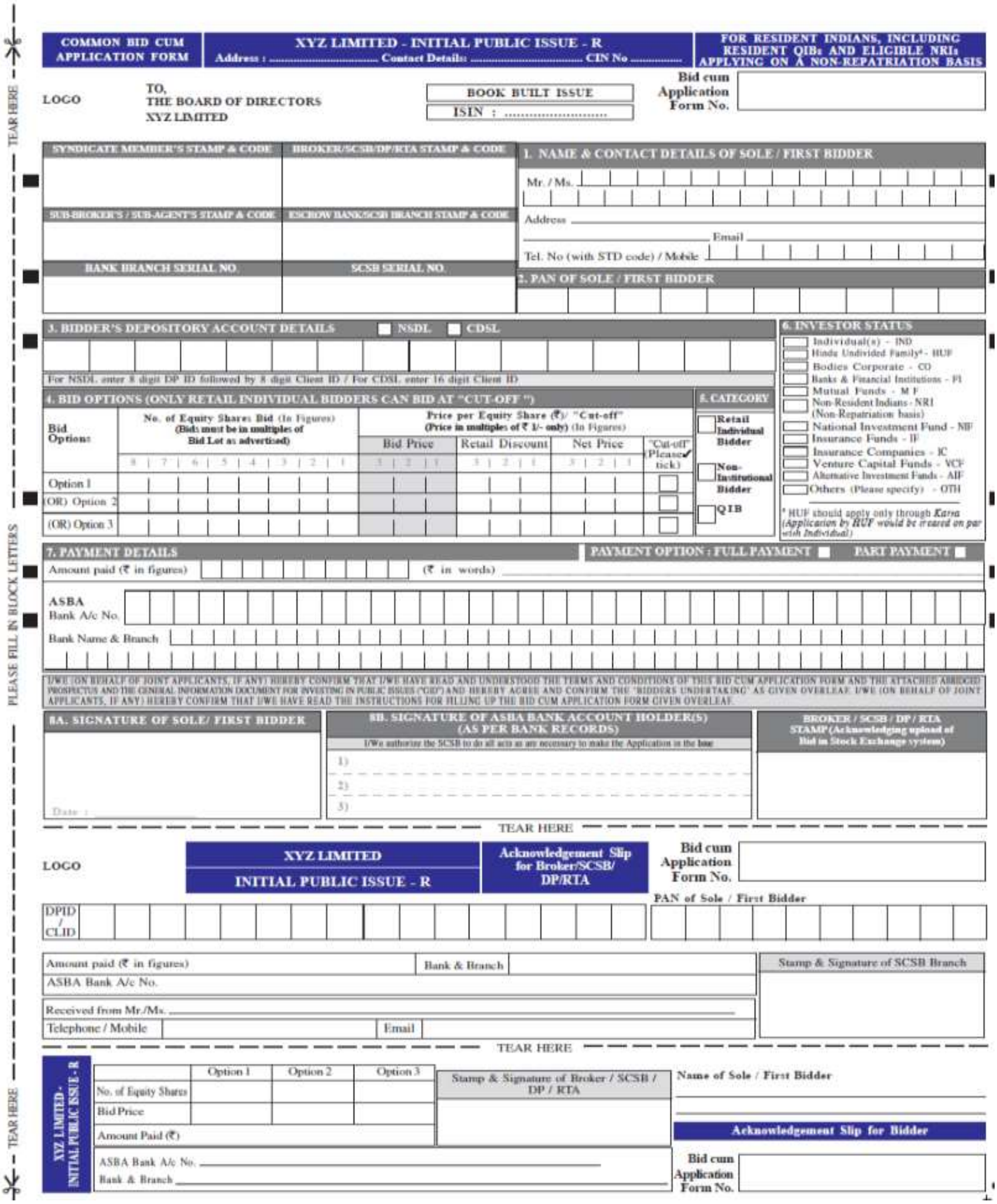
Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Application Form–for non-residents*

*** The format of Bid cu Application Form applicable for non-residents notified by SEBI**


COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 7 6 5 4 3 2 1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✔ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

Retail Individual Bidder

Non-Institutional Bidder

QIB

6. INVESTOR STATUS

Individual(s) - IND
Hindu Undivided Family* - HUF
Bodies Corporate - CO
Banks & Financial Institutions - FI
Mutual Funds - MF
Non-Resident Indians - NRI (Non-Repatriation basis)
National Investment Fund - NIF
Insurance Funds - IF
Insurance Companies - IC
Venture Capital Funds - VCF
Alternative Investment Funds - AIF
Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount paid (₹ in figures) | Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms.

Telephone / Mobile | Email

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XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

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PLEASE FILL IN BLOCK LETTERS

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER**

(a) Bidders/ Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/ Applicants should note that the name and address fields are compulsory and Email and/ or telephone number/ mobile number fields are optional. Bidders/ Applicants should note that the contact details mentioned in the Bid-cum Application Form/ Application Form may be used to dispatch communications(including refund intimations and letters notifying the unblocking of the bank accounts of ASBA Bidders) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Bids/ Applications**: In the case of Joint Bids/ Applications, the Bids/ Applications should be made in the name of the Bidder/ Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/ Applicant would be required in the Bid cum Application Form/ Application Form and such first Bidder/ Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/ Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/ Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/ Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialised form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/ Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN OF SOLE/ FIRST BIDDER/ APPLICANT

(a) PAN (of the sole/ first Bidder/ Applicant) provided in the Bid cum Application Form/ Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/ Applications on behalf of the Central or State Government, Bids/ Applications by officials appointed by the courts and Bids/ Applications by Bidders/ Applicants residing in Sikkim ("PAN Exempted Bidders/ Applicants"). Consequently, all Bidders/ Applicants, other than the PAN Exempted Bidders/ Applicants, are required to disclose their PAN in the Bid cum Application Form/ Application Form, irrespective of the Bid/ Application Amount. Bids/Applications by the Bidders/ Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/ Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.

(e) Bids by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/ MRD/ DP/ 22/ 2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERSDEPOSITORY ACCOUNT DETAILS**

(a) Bidders should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**

(b) Bidders should ensure that the beneficiary account provided in the Bid cum Application Form is active.

(c) Bidders should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorised the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/ Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any other correspondence(s) related to an Issue.

(d) Bidders are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/ Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/ RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/ FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Bidders or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIBs and such Bids from QIBs and NIBs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Managers may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RIB shall not be less than the minimum Bid Lot, subject to availability of shares in the RIB category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/ Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders and Retail Individual Shareholders must be for such number of shares, so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000.

In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount, if any) then such Bid may be rejected if it is at the Cut-off Price.

For NRIs, a Bid Amount of up to ₹200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(b) Bids by QIBs and NIBs must be for such minimum number of shares, such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/ Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at 'Cut-off Price'.

(c) RIB may revise or withdraw their Bids until Bid/Issue Closing Date. . QIBs and NIB's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.

(d) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(e) For Anchor Investors, if applicable, the Bid Amount shall be at least ₹100 million. One-third of the Anchor Investor Category shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(f) A Bid cannot be submitted for more than the Issue size.

(g) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(h) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the highest number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. If there is/are one or more bids at prices at or above the Issue Price, the Bid for the highest number of equity Shares shall be considered for Allotment This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

(b) Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(c) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

(i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

(ii) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(d) The following Bids may not be treated as multiple Bids:

(i) Bids by Reserved Categories Bidding in their respective Reservation Category as well as bids made by them in the Net Issue Category in public category.

(ii) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

(iii) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

(iv) Bids by Anchor Investors under the Anchor Investor Category and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, NIBs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with the SEBI ICDR Regulations, with one-third of the Anchor Investor Category reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/ Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, Bidders/ Applicants may refer to the RHP/ Prospectus.

(d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder may refer to the RHP/ Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders are requested to refer to the RHP/ Prospectus for more details.

(c) Bidders/ Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provide in the ASBA Form. If the Discount is applicable in the Issue, the RIBs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid Amount net of Discount. Only in cases where the RHP/ Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount issued, if any.

(b) Bidders who Bid at Cut-off Price shall arrange to block the Bid Amount based on the Cap Price.

(c) All Bidders (except Anchor Investors) have to participate in the Issue only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, cheques, or demand drafts, through money order or through postal order.

4.1.7.1 **Additional Payment Instructions for NRIs**

4.1.7.2 The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.3 **Instructions for Anchor Investors**

(a) Anchor Investors may submit their Bids through a Book Running Lead Manager.
(b) Payments should be made either by RTGS, direct credit or NEFT.
(c) The Escrow Collection Banks shall maintain the monies in the Escrow Accounts for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.4 **Payment Instructions for ASBA Bidders**

(a) Bidders, except Anchor Investors, may submit the ASBA Form either:

i. in electronic mode through the internet banking facility issued by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

ii. in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the ASBA Form. The ASBA Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the ASBA Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centres, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that

ASBA Forms submitted them may not be accepted, if the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has not named at least one branch at that location for the Designated Intermediaries to deposit ASBA Forms.

(h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated SCSB Branch where the ASBA Account is maintained.

(i) Upon receipt of the ASBA Form, the Designated SCSB Branch may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the ASBA Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated SCSB Branch may not accept such Bids and such bids are liable to be rejected.

(l) Upon submission of a completed ASBA Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated SCSB Branch to block the Bid Amount specified in the ASBA Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Accounts, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Accounts designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (iv) above may be transferred to the Public Issue Accounts, and (v) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder other than Anchor Investors to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the ASBA Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

4.1.7.5 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RIB Category, Retail Individual Shareholder and are only eligible for discount. For Discounts issued in the Issue, Bidders may refer to the RHP/ Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may block the Bid Amount less Discount.

(d) Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RIB category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Bidder is required to sign the Bid cum Application Form. Bidders should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder, then the signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/ undertaking box in the ASBA Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the ASBA Form.

(d) Bidders/ Applicants must note that Bid cum Application Form without signature of Bidder/ Applicant and/ or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

(a) Bidders should ensure that they receive the Acknowledgment Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the ASBA Form.

(b) All communications in connection with Bids/Applications made in the Issue may be addressed as under:

(i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, refund intimations, the Bidders should contact the Registrar to the Issue.
(ii) In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders should contact the relevant Designated SCSB Branch.
(iii) In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders should contact the relevant Syndicate Member.
(iv) In case of queries relating to uploading of Bids by a Registered Broker, the Bidders should contact the relevant Registered Broker.
(v) In case of Bids submitted to the RTA, the Bidders should contact the relevant RTA.
(vi) In case of Bids submitted to the CDP, the Bidders should contact the relevant DP.
(vii) Bidder may contact the Company Secretary and Vice President - Legal and Compliance Officer or the BRLM(s) in case of any other complaints in relation to the Issue.

(c) The following details (as applicable) should be quoted while making any queries –

(i) full name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for , amount paid on application.

(ii) name and address of the Designated Intermediary, where the Bid was submitted;

(iii) in case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked; or

(iv) in case of Bids by Anchor Investor, details of direct credit and name of the issuing bank thereof.

For further details, Bidder may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILLING THE REVISION FORM

(a) During the Bid/Issue Period, any Bidder (other than QIBs and NIBs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RIB may revise their bids or withdraw their Bids on or before the Bid/Issue Closing Date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder can make this revision any number of times during the Issue Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same Designated Intermediary through which such Bidder/ Applicant had placed the original Bid. Bidders are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 7 6 5 4 3 2 1	Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2	OLD BID				
(OR) Option 3					

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 7 6 5 4 3 2 1	Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2	REVISED BID				
(OR) Option 3					

6. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date :	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) 2) 3)	

TEAR HERE

LOGO

XYZ LIMITED
BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹)

Bank & Branch

Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

REVISED BID

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares		REVISED BID	
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3**: **NAME AND CONTACT DETAILS OF SOLE/ FIRST BIDDER, PAN OF**

SOLE/ FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER

Bidders should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIBs and Retail Individual Shareholders, such Bidders should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP/ Prospectus. If, however, the RIB does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RIB and the RIB is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIBs and Bids by under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after the Allotment is finalised.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders are required to authorise blocking of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form . In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount issued, if any.

(b) Bidder may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/ Prospectus. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required to be blocked and the Bidder is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIBs and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after the finalisation of the Basis of Allotment.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/ FIRST BIDDER, PAN OF SOLE/ FIRST BIDDER& DEPOSITORY ACCOUNT DETAILS OF THE BIDDER**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention the Issue Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Managers may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIBs and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder and may be rejected.

ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, individual applicants other than RIB's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Bidders (other than Anchor Investors) are required to only make use of ASBA for applying in the Issue.

(b) Bid Amount cannot be paid in cash, through money order, cheque, demand draft or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.2 **Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.3 **Discount (if applicable)**

Applicants should refer to instructions contained in paragraphs 4.1.7.3.

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM

Bidders may submit completed Bid-cum-application form/ Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
Anchor Investor s Application Form	To the Lead Managers of the Syndicate at the locations mentioned in the Anchor Investor Application Form
ASBA Form	(a) To the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the CDP at the designated CDP Location . (b) To the Designated SCSB Branches

(a) Bidders should submit the Revision Form to the same Designated Intermediary through which such Bidder had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/ Applicant.

(c) Upon determination of the Issue Price and filing of the Prospectus with the ROC the Bid-cum-Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of the SEBI ICDR Regulations. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Lead Managers to register their Bid.

(b) In case of Bidders (excluding NIBs and QIBs) Bidding at Cut-off Price the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Issue Closing Date, Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries (i) are given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the after which the Stock Exchange(s) send the bid information to the Registrar further processing. Bid/Issue Period with respect to the Bidders other than the Bids received from the Retail Individual Bidders and (ii) shall submit the Bid cum Application Form and modification (at periodic intervals) on a day to day basis during the Bid/Issue Period with respect to Bids received from Retail Individual Bidders after which the Stock

Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the Lead Managers at the end of the Bid/Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

(a) RIBs can withdraw their Bids until Bid/Issue Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalisation of Basis of Allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:

(i) the Bids accepted by the Designated Intermediaries,
(ii) the Bids uploaded by the Designated Intermediaries, and
(iii) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIBs & RIBs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Lead Managers Designated Intermediaries or at the time of finalisation of the Basis of Allotment. Bidders/ Applicants are advised to note that the Bids/ Applications are liable to be rejected, among other things, on the following grounds, which have been detailed at various placed in this GID:

(a) Bid by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids by OCBs;

(c) In case of partnership firms, Bid for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/ Application Form;

(e) Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(f) Bids by any person outside India if not in compliance with applicable foreign and Indian laws;

(g) PAN not mentioned in the Bid cum Application Form except for Bids by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(h) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(i) Bids for lower number of Equity Shares than the minimum specified for that category of investors;

(j) Bids at a price less than the Floor Price & Bids/ Applications at a price more than the Cap Price;

(k) Bids at Cut-off Price by NIBs and QIBs;

(l) The amounts mentioned in the Bid cum Application Form do not tally with the amount payable for the value of the Equity Shares Bid for;

(m) Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;

(n) Submission of more than five Bid cum Application Forms through a single ASBA Account;

(o) Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(p) Multiple Bids as defined in this GID and the RHP/ Prospectus;

(q) Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form at the time of blocking such Bid Amount in the bank account;

(r) In case of Anchor Investors, Bids where sufficient funds are not available in Anchor Investor Escrow Accounts as per final certificate from the Escrow Collection Banks;

(s) Where no confirmation is received from SCSB for blocking of funds;

(t) Bids by Bidders (other than Anchor Investors) not submitted through ASBA process or Bids/Applications by QIBs (other than Anchor Investors) and Non-Institutional Bidders accompanied with cheque(s) or demand draft(s);

(u) Bids submitted to a Designated Intermediary at locations other than the Bidding Centres or to the Escrow Collection Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;

(v) Bids not uploaded on the Stock Exchanges bidding system; and;

(w) Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/ Prospectus. For details in relation to allocation, the Bidder may refer to the RHP/ Prospectus

(b) Under-subscription in any category (except QIB Category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Lead Managers and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed Category in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Category to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/ Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, i.e., 22.00 in the above example. The issuer, in consultation with the Lead Managers, may finalise the issue price at or below such cut-off price, i.e., at or below 22.00. All Bids at or above this issue price and cut-off bids are valid Bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/ or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated SCSB Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("**ASBA Account**"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net issue to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP/ Prospectus. No Retail Individual Bidder is will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidder Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Net Issue (excluding any Issue for Sale of specified securities). However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIBs

Bids received from the RIBs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIBs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIBs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot ("**Maximum RIB Allottees**"). The Allotment to the RIBs will then be made in the following manner:

(a) In the event the number of RIBs who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) all such RIBs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIBs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIBs who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the RIBs (in that category) who will then be Allotted minimum Bid

Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIBs

Bids received from NIBs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIBs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIBs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Portion.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Portion; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the Issuer and the Selling Shareholders in consultation with the Lead Managers, subject to compliance with the following requirements:

i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Category shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
- a maximum number of two Anchor Investors for allocation up to ₹ 100 million;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 100 million and up to ₹ 2,500 million subject to minimum Allotment of ₹ 50 million per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2,500 million and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part

thereof, subject to minimum Allotment of ₹ 50 million per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIBs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Accounts, as per the terms of the Escrow Agreement, into the Public Issue Accounts with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Category shall be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/ Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of Equity Shares to the successful Bidders Depository Account will be completed within six Working Days of the Bid/Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may initiate corporate actions for credit to Equity Shares the beneficiary account with Depositories, and within six Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/ list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/ Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/ Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders.

If such money is not refunded to the Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/ Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any issue for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Issue Closing Date and repay without interest, all moneys received from Anchor Investors.. In case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue involving a fresh Issue and the Offer for Sale, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Issue for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 days from the Bid/Issue Closing Date, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum.in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Issue under Regulation 26(2) of SEBI ICDR Regulations but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) In case of ASBA Bids: Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts on for unsuccessful Bid and also or for any excess amount blocked on Bidding.

(b) **In case of Anchor Investors:** Within six Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories the bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

(a) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(b) **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(c) **RTGS**— Anchor Investors having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any**,** through RTGS.

Please note that refunds through the modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Collection Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if the refund instructions have not been given to the clearing system in the prescribed manner. Instructions for unblocking of funds in the ASBA Account are not dispatched within 15 days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/Issue Closing Date, if Allotment is not made within the timelines prescribed under applicable law.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/ Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/ Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/ Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Category in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Escrow Accounts	Account opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NECS/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Anchor Investor Category	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the Lead Managers to Anchor Investors on a discretionary basis One-third of the Anchor Investor Category is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount/ / ASBA	An application, whether physical or electronic, used by Bidders, other than Anchor investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	An account maintained with an SCSB which may be blocked by such SCSBs to the extent of the Bid Amount of the Bidder
ASBA Bidder	All Bidders except Anchor Investors.

Term	Description
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Anchor Investors Escrow Accounts for the Anchor Investors may be opened, and as disclosed in the RHP/ Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	Basis on which the Equity Shares may be Allotted to successful Bidders under the Issue
Bid	An indication to make an issue during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Forms, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Issue Closing Date	The date after which the Syndicate, Registered Brokers, the SCSBs, RTAs , DP as the case may be, may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the RHP/ Prospectus for the Issue Closing Date
Bid/Issue Opening Date	The date on which the Syndicate, the SCSBs, RTAs, DP as the case may be, may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the RHP/ Prospectus for the Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Bidders/ Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations. Applicants/ bidders may refer to the RHP/ Prospectus for the Issue Period
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the RHP/ Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder should be construed to mean an Bidder
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under the SEBI ICDR Regulations, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
BRLM(s)/ Book Running Lead Manager(s)/ Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/ Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Issue Period
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE

Term	Description
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIBs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/ Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation and bank account details
Designated SCSB Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	Date on which funds are transferred by the Escrow Collection Banks from the Anchor Investor Escrow Accounts and instructions are given to the SCSBs to unblock the ASBA Accounts and transfer the amounts blocked by the SCSBs from the ASBA Accounts, as the case may be, to the Public Issue Accounts or the Refund Account, as appropriate, in terms of the Red Herring Prospectus and the aforesaid transfer and instructions shall be issued only after the finalisation of Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediaries	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect ASBA Forms from the Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/ Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/ Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Equity Shares	Equity Shares of the Issuer
Escrow Agreement	Agreement entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/ Fixed Price Process/ Fixed Price Method	The Fixed Price process as provided under the SEBI ICDR Regulations, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offer/ further public offer as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)

Term	Description
Maximum RIB Allottees	The maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/ Prospectus and Bid cum Application Form
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the RHP/ Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIBs	All Bidders, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The Category of the Issue being such number of Equity Shares available for allocation to NIBs on a proportionate basis and as disclosed in the RHP/ Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs registered with SEBI
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public issue of such number of Equity Shares as disclosed in the RHP/ Prospectus through an issue for sale by the Selling Shareholders
Other Investors	Investors other than Retail Individual Bidders in a Fixed Price Issue. These include individual applicants other than retail individual bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price ,the size of the Issue and certain other information
Public Issue Accounts	Bank accounts opened under Section 40(3) of the Companies Act, 2013, to receive monies from the Anchor Investor Escrow Accounts and the ASBA Accounts on the Designated Date
QIB Category	The Category of the Issue being such number of Equity Shares to be allocated to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under the SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are issued and the size of the Issue. The RHP may be filed with the RoC at least three days before the Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made

Term	Description
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/ Prospectus and Bid cum Application Form of the Issuer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar to the Issue/ RTI	The Registrar to the Issue as disclosed in the RHP/ Prospectus and Bid cum Application Form
Reserved Portion/ Categories	Categories of persons eligible for making application/ Bidding under reservation Category
Reservation Portion	The Category of the Issue reserved for such category of eligible Bidders as provided under the SEBI ICDR Regulations
Retail Individual Bidders/ RIBs	Bidders who apply or bid for a value of not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis than ₹ 200,000
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIBs which shall not be less than the minimum Bid Lot, subject to availability in RIB category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders, including ASBA Bidders, in an issue through Book Building Process to modify the quantity of Equity Shares and/ or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised- Intermediaries and updated from time-to-time
Specified Locations	Refer to definition of Broker Centres
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)/ SM	The Syndicate Member(s) as disclosed in the RHP/ Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Working Day" means all days, other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, on which the commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

SECTION VIII: MAIN PROVISIONS OF OUR ARTICLES OF ASSOCIATION

The Articles of Association of the Company comprises of two chapters, chapter I and chapter II which chapters shall, unless the context otherwise requires, co-exist with each other. In case of any conflict in the provisions of chapter I and chapter II, the provisions of chapter II shall prevail or the provisions of chapter I shall be regarded as subject to the provisions of chapter II, as the context may require. Further, immediately upon receipt of final listing and trading approvals from the Stock Exchanges, pursuant to an initial public offering of the Equity Shares, chapter II shall automatically terminate and cease to have any force and effect and chapter I shall prevail without any further action by the Company or by the Shareholders.

Chapter I

PRELIMINARY INTERPRETATION

The Regulations contained in Table "F" in Schedule I of the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles of Association by the said Act.

In these present regulations, the following words and expressions shall have the following meanings, unless excluded by the subject or context:

"**the Company**" or "**this Company**" means **Endurance Technologies Limited**.

"**the Act**" means the Companies Act, 2013 and subsequent amendments thereto or any statutory modification or re-enactment thereof, for the time being in force.

"**Annual General Meeting**" means the annual general meeting of the Company convened and held in accordance with the Act.

"**Articles of Association**" or "**Articles**" means these Articles of Association of the Company as originally framed or as altered from time to time by Special Resolution in accordance with the Act.

"**Board**" or "**Board of Directors**" means the Directors or any Committee thereof of the Company collectively referred to in the Act.

"**Capital**" means the share capital for the time being raised or authorised to be raised for the purposes of the Company.
"**Debenture**" includes debenture-stock, bonds or any other instrument of the Company evidencing a debt, whether constituting a charge on the assets of the Company or not.

"**Debenture holders**" means the duly registered holders from time to time of the debentures of the Company and shall include in case of debentures held by a Depository, the beneficial owners whose names are recorded as such with the Depository.

"**Directors**" mean the Directors for the time being of the Company.

"**Dividend**" includes interim dividend unless otherwise stated.

"**Executor**" or "**Administrator**" means a person who has obtained probate or Letters of Administration, as the case may be, from some competent Court having effect in India and shall include the executor or Administrator or the holder of a certificate, appointed or granted by such competent court and authorised to negotiate or transfer the Shares of the deceased member.

"**Extraordinary General Meeting**" means an extraordinary general meeting of the Company convened and held in accordance with the Act.

"**Financial Year**" shall have the meaning assigned thereto in the Act.

"**Investor**" means Actis Components and System Investments Limited, Mauritius.

"**Managing Director**" shall have the meaning assigned thereto in the Act.

"**Member**" means the duly registered holder from time to time, of the Shares of the Company and includes the subscribers to the Memorandum of Association and in case of Shares held by a Depository, the Beneficial Owners whose names are recorded as such with the Depository.

"**Month**" means the English Calendar month.

"**Office**" means the Registered Office, for the time being of the Company.

"**Officer**" shall have the meaning assigned thereto by the Act.

"Ordinary Resolution" shall have the meaning assigned thereto by the Act.

"**Paid up**" includes "credited as paid up".

"**Person**" shall include any Association, Corporation, Company, HUF as well as individuals.

"**Register**" means the Register of Members to be kept pursuant to the Act.

"**Registrar**" means the Registrar of Companies, Maharashtra, situated at Mumbai.

"Rules" means the Rules framed under the Act.

"**Seal**" means Common seal for the time being of the Company.

"**Secretary**" means a Company Secretary within the meaning of clause (c) of sub-Section (1) of Section 2 of the Company Secretaries Act, 1980 and includes a person or persons appointed by the Board to perform any of the duties of a Secretary subject to the provisions of the Act.

"**Section**" means Section of the Act.

"Securities" shall mean securities as defined in the Act.

"**Shares"** means the equity shares of the Company unless otherwise mentioned.

"**Special Resolution**" shall have the meaning assigned thereto in the Act.

"**Whole-time Director**" shall have the meaning assigned thereto in the Act.

"**Writing**" and "**Written**" means and includes words, hand written, printed, typewritten, lithographed, represented or reproduced in any mode in a visible form. Words importing the singular number include the plural and vice versa.

"**these Presents" or "Regulations"** means these Articles of Association as originally framed or altered from time to time and include the Memorandum where the context so requires.

Terms used in these Presents but not defined herein shall have the same meaning as defined under the Act.

CAPITAL

1. AUTHORISED SHARE CAPITAL:

The authorised share capital of the Company shall be such amount as is given in Clause V of the Memorandum of Association.

2. SHARES AT THE DISPOSAL OF THE BOARD OF DIRECTORS:

Subject to the provisions of the Act and these Articles, the Shares in the Capital of the Company for the time being shall be under the control of the Board of 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 or (subject to the compliance with the provision of Section

53 of the Act) at a discount and at such time as they may from time to time think fit and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot Shares in the Capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted or issued as fully paid up Shares, and if so issued, shall be deemed to be fully paid Shares.

3. CONSIDERATION FOR ALLOTMENT:

The Board of Directors may allot and issue Shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/ or in the conduct of its business; and any Shares which may be so allotted may be issued as fully/partly paid up Shares and if so issued shall be deemed as fully/partly paid up Shares.

4. RESTRICTION ON ALLOTMENT:

(1) The Board of Directors shall in making the allotments duly observe the provisions of the Act;

(2) The amount payable on application on each Share shall not be less than 5% of the nominal value of the Share; and

(3) Nothing herein contained shall prevent the Board of Directors from issuing fully paid up Shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

5. INCREASE OF CAPITAL:

The Company at its General Meeting may, from time to time, by an Ordinary Resolution increase the Capital by the creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe. The new Shares shall be issued on such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such Shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act.

6. REDUCTION OF CAPITAL:

The Company may, subject to the provisions of the Act, by Special Resolution reduce its Capital and any Capital Redemption Reserve Account or Securities Premium Account in any manner for the time being authorised by law, and in particular, the Capital may be paid off on the footing that it may be called up again or otherwise.

7. SUB-DIVISION AND CONSOLIDATION OF SHARE:

Subject to the provisions of the Act including Section 61, the Company in General Meeting, may, by an ordinary resolution from time to time:

(i) increase the share capital by such sum, to be divided into shares of such amount as may be specified in the resolution;

(ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;

(iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and/or

(iv) 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.

8. NEW CAPITAL PART OF THE EXISTING CAPITAL:

Except so far as otherwise provided by the conditions of the issue or by these presents any Capital raised by the creation of new Shares, shall be considered as part of the existing Capital and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

9. FURTHER ISSUE OF SHARES:

(1) Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further Shares then

a) Such further Shares shall be offered to the persons who at the date of the offer, are holders of the Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares at that date.

b) Subject to the provisions of the Act, the offer aforesaid shall be made by a notice specifying the number of Shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of offer within which the offer, if not accepted, will be deemed to have been declined.

c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him or any of them in favour of any other person and the notice referred to in sub clause (b) hereof shall contain a statement of this right.

d) After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose them of in such manner which is not disadvantageous to the shareholders and the Company.

(2) Notwithstanding anything contained in sub-clause (1) the further Shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub- clause (1) hereof) in any manner whatsoever if a Special Resolution to that effect is passed by the Company in general meeting.

(3) Nothing in sub-clause (c) of (1) hereof shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation.

(4) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company:

(i) To convert such debentures or loans into Shares in the Company; or

(ii) To subscribe for Shares in the Company.

Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term have been approved before the issue of such debentures or the raising of loan by a Special Resolution passed by the Company in general meeting.

10. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES:

Any application signed by or on behalf of an applicant for Shares in the Company followed by an allotment of any Share therein, shall be an acceptance of Shares within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is on the Register, shall, for the purpose of these Articles, be a Member.

11. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY:

The money (if any) which the Board shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any Shares allotted by them, shall immediately on the inscription of the name of allottee in the Register of Members as the name of the holder of such Shares become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

12. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS:

Every Member or his heir's executors or administrators shall pay to the Company the portion of the capital represented by his Share or Shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

SHARE CERTIFICATES

13. a) EVERY MEMBER ENTITLED TO CERTIFICATE FOR HIS SHARES:

Every Member or allottee of Shares shall be entitled, without payment, to receive one or more certificates specifying the name of the person in whose favour it is issued, the Shares to which it relates, and the amount paid thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of fractional coupon of requisite value, save in case of issue of share certificates against letters of acceptance of or renunciation or in cases of issues of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-divisions of the Shares of the Company.

(i) Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of (1) two Directors and (2) the Secretary or some other persons appointed by the Board for the purpose and the two Directors and the secretary or other persons shall sign the Share Certificate, provided that if the composition of the Board permits, at least one of the aforesaid two Directors shall be a person other than the Managing Director.

(ii) Every certificate shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe and approve.

(iii) Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating date of issue.

(iv) Any member of the Company shall have the right to sub-divide, split or consolidate the total number of shares held by them in any manner and to request the Company to provide certificate(s) evidencing such sub-division, split or consolidation

b) **Joint ownership of Shares:**

Any two or more joint allottees of Shares shall be treated as a single member for the purposes of this Article and any share certificate, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

c) **Director to sign Share Certificates:**

A Director may sign a share certificate by affixing his signature thereon as facsimile by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography but not by means of rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other materials used for the purpose.

d) **Issue of new certificate in place of one defaced, lost or destroyed or Renewal of Certificates:**

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company may deem adequate, being given, a new Certificate in lieu thereof shall be given to the person entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provision of these Articles shall *mutatis mutandis* apply to Debentures of the Company.

e) **All blank forms, share certificates shall be printed only on the authority of a resolution duly passed by the Board.**

14. RIGHTS OF JOINT HOLDERS:

If any Share stands in the names of two or more persons, the person first named in the Register shall, as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the Shares be deemed the sole holder thereof but the joint holders of Share shall be severally as well as jointly liable for payment of all installments and calls due in respect of such Share and for all incidents thereof according to the Company's regulations.

15. LIMITATION OF TIME FOR ISSUE OF CERTIFICATES:

Every member shall be entitled, without payment, to one or more certificates in marketable lots for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, or within one month of the receipt by the Company of the instrument of transfer (under Section 56(1) of the Act) or intimation of transmission under Section 56(2) of the Act, and within three months of sub-division, consolidation or renewal of any of its Shares (in accordance with the provisions of the Rules) as the case may be.

16. MANNER OF ISSUE OF SHARE CERTIFICATES:

Every certificate of Shares shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe or approve provided that in respect of a Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

UNDERWRITING & BROKERAGE

17. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.:

(1) Subject to the provisions of the Act, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares, debentures, or debenture-stock or other securities of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares, debentures or other securities of the Company.

(2) The Company may also, in any issue, pay such brokerage as may be lawful.

LIEN

18. COMPANY'S LIEN ON SHARES /DEBENTURES:

The Company shall have a first and paramount lien upon all the Shares /Debentures (other than fully paid up Shares/Debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at fixed time in respect of such Shares/ Debentures, and no equitable interest in any Shares shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/Debentures. Unless otherwise agreed, the registration of a transfer of Shares/Debentures shall operate as a waiver of the Company's lien if any, on such Shares/debentures. The Board of Directors may at any time declare any Shares/debentures wholly or in part to be exempt from provisions of this Article. The fully paid up Shares shall be free from all lien and that in the case of partly paid Shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such Shares.

19. ENFORCING LIEN BY SALE:

For the purpose of enforcing such lien, the Board of Directors may sell the Shares subject thereto in such manner as they think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Shares and may authorise one of their members to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made until such period as aforesaid shall have elapsed and until notice in writing of the intention to sell have been served on such member or his representative and default shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagements for fourteen days after such notice.

20. APPLICATION OF SALE PROCEEDS:

The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a 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

21. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES:

The Board may, from time to time, subject to the terms on which any Shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution), make such call as it thinks fit upon the members in respect of all moneys unpaid on the Shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and the member(s) and place(s) appointed by the Board. A call may be made payable by installments.

Provided that the Board shall not give the option or right to call on Shares to any person except with the sanction of the Company in general meeting.

22. NOTICE FOR CALL:

At least fourteen days' notice in writing of any call shall be given by the Company specifying the date, time and places of payment and the person or persons to who such call be paid.

23. CALL WHEN MADE:

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board.

24. LIABILITY OF JOINT HOLDERS FOR A CALL:

The joint-holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

25. BOARD TO EXTEND TIME TO PAY CALL:

The Board may, from time to time, at its discretion extend the time fixed for the payment of any call and may extend such time to all or any of the members. The Board may be fairly entitled to grant such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.

26. CALLS TO CARRY INTEREST:

If a member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at 15% per annum or such lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

27. DUES DEEMED TO BE CALLS:

Any sum, which as per the terms of issue of a Share becomes payable on allotment or at a fixed date whether on account of the nominal value of the Share or by way of premium, shall for the purposes of the Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same may become payable and in case of non-payment all the relevant provisions of these Articles 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.

28. PROOF OF DUES IN RESPECT OF SHARE:

On any trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his Shares it shall be sufficient to prove (i) that the name of the members in respect of whose Shares the money is sought to be recovered appears entered in the Register of Members as the holder, at or subsequent to the date on which the money sought to be recovered is alleged to have become due on the Shares, (ii) that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member or his representatives pursuance of these Articles, and (iii) it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.

29. PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE:

Neither a judgment nor a decree in favour of the Company, for call or other moneys due in respect of any Share nor any part payment or satisfaction there under, nor the receipt by the Company of a portion of any money which shall, from time to time be due from any member to the Company in respect of his Shares either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce forfeiture of such Shares as hereinafter provided.

30. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST:

(a) The Directors may, if they think fit, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon, provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

(b) The member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

(c) The provisions of these Articles shall *mutatis mutandis* apply to the calls on debentures of the Company.

FORFEITURE OF SHARES

31. BOARD TO HAVE RIGHT TO FORFEIT SHARES:

If any member fails to pay any call or installment of a call or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

32. NOTICE FOR FORFEITURE OF SHARES:

(a) The notice shall name a further day (not earlier than the expiration of fourteen days from the date of notice) and place or places on which such call or installment and such interest thereon (at such rate as the Directors shall determine from the day on which such call or installment ought to have been paid) and expenses as aforesaid, are to be paid.

(b) The notice shall also state that in the event of the non-payment at or before the time the call was made or installment is payable the Shares will be liable to be forfeited.

33. EFFECT OF FORFEITURE:

If the requirements of any such notice as aforesaid were not complied with, every or any Share in respect of which such 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. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Share and not actually paid before the forfeiture. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

34. NOTICE OF FORFEITURE:

When any Share shall have been so forfeited, notice of the forfeiture shall be given to the member on whose name it stood immediately prior to the forfeiture and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

35. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY:

Any Share so forfeited shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.

36. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE:

Any member whose Shares have been forfeited shall, notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing or in respect of such Shares at the time of the forfeiture together with the interest thereon from time to time of the forfeiture until payment at such rates as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.

37. CLAIMS AGAINST THE COMPANY TO EXTINGUISH ON FORFEITURE:

The forfeiture of a Share involves extinction, at the time of the forfeiture of all interest in and all claims and demands against the Company, in respect of the Shares and all other rights incidental to the Share, except only such of those rights as by these Articles expressly saved.

38. EVIDENCE OF FORFEITURE:

A duly verified declaration in writing that the declarant is a Director or Secretary of the Company, and that a Share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares.

39. EFFECTING SALE OF SHARES:

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinafter given, the Board may appoint some person to execute an instrument of transfer of the Shares sold, cause the purchaser's name to be entered in the Register in respect of the Share sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register in respect of such Shares, the validity of the sale shall not be impeached by any person.

40. CERTIFICATE OF FORFEITED SHARES TO BE VOID:

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and have no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.

41. BOARD ENTITLED TO CANCEL FORFEITURE:

The Board may at any time before any share so forfeited shall have them sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

TRANSFER AND TRANSMISSION OF SHARES

42. REGISTER OF TRANSFERS:

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any Shares.

43. ENDORSEMENT OF TRANSFER:

In respect of any transfer of Shares registered in accordance with the provisions of these Articles, the Board may, at their discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorise any Director or officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

44. INSTRUMENT OF TRANSFER:

The instrument of transfer of any Share shall be in writing and all the provisions of Section 56 of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of Shares and registration thereof. The Company shall use a common form of transfer in all cases

45. EXECUTIVE TRANSFER INSTRUMENT:

Every such instrument of transfer shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the Shares until the name of the transferee is entered in the Register of Members in respect thereof. The instrument of transfer shall be in respect same class of Shares and should be in the form prescribed under the Act.

46. DIRECTORS MAY REFUSE TO REGISTER TRANSFER:

Subject to the provisions of Section 58 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered with the Company, send notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, 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 on any account whatsoever except where the Company has a lien on Shares.

47. TRANSFER OF PARTLY PAID SHARES:

Where in the case of partly paid Shares, an application for registration is to be made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of the Act including Section 56.

48. SURVIVOR OF JOINT HOLDERS RECOGNISED:

In case of the death of any one or more persons named in the Register of Members as the joint holders of any Shares, the survivors shall be the only person recognised by the Company as having any title to or interest in such Share but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on Shares held by him jointly with any other person.

49. TITLE TO SHARES OF DECEASED MEMBERS:

The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or two joint holders) shall be the only person recognised by the Company as having any title to the Shares registered in the name of such member, and the Company shall be bound to recognise such executors or administrators or holders of a Succession Certificate or the legal representatives shall have first obtained Probate holders or Letter of Administration or Succession Certificate as the case may be, from a duly constituted Court in the Union of India. Provided that in any case where the Board in its absolute discretion, thinks fit, the Board may dispense with the production of Probate or Letter of Administration or Succession Certificate, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled to the Shares standing in the name of a deceased member as a member.

50. TRANSFERS NOT PERMITTED:

No Share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind, except fully paid Shares through a legal guardian.

51. TRANSMISSION OF SHARES:

Subject to the provisions of these presents, any person becoming entitled to Shares in consequence of the death, lunacy, bankruptcy or insolvency of any member, or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Articles, or of his title, either be registering himself as the holder of the Shares or elect to have some person nominated by him and approved by the Board, registered as such holder, provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the Shares.

52. RIGHTS ON TRANSMISSION:

A person entitled to a Share by transmission shall, subject to the Directors right to retain such dividends or money as hereinafter provided, be entitled to receive and may give discharge for any dividends or other moneys payable in respect of the Share.

53. INSTRUMENT OF TRANSFER TO BE STAMPED:

Every instrument of transfer shall be presented to the Company duly stamped for registration, accompanied by such evidence as the Board may require to prove the title of the transferor his right to transfer the Shares and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

54. SHARE CERTIFICATES TO BE SURRENDERED:

Before the registration of a transfer, the certificate or certificates of the Share or Shares to be transferred must be delivered to the Company along with (save as provided in Section 56) properly stamped and executed instrument of transfer.

55. NO FEE ON TRANSFER OR TRANSMISSION:

No fee shall be charged for registration of transfers, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

56. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS:

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable rights, title or interest in the said Shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the board shall so think fit.

57. DEMATERIALISATION OF SECURITIES:

(i) ***Definitions: For the purpose of this Article:***

*"**Beneficial Owner**"* means a Person whose name is recorded as such with a Depository.

*"**Depositories Act**"* means the Depositories Act, 1996, including any rules, bye-laws and regulations made thereunder and any statutory modifications or re-enactment thereof for the time being in force.

*"**Depository**"* means a Company formed and registered under the Act and which has been granted a Certificate of Registration under the Securities and Exchange Board of India Act 1992.

*"**Member**"* means the duly registered holder from time to time of the Shares of the Company and includes every Person whose name is entered as Beneficial Owner in the Records of the Depository.

*"**Record**"* includes the records maintained in form of books or stored in a computer or in such other form as may be determined by the Regulations issued by the Securities and Exchange Board of India in relation to the Depositories Act, 1996.

*"**Registered Owner**"* means a Depository whose name is entered as such in the Records of the Company.

Words and expressions used and not defined in the Act but defined in the Depositories Act shall have the same meaning respectively assigned to them in that Act.

(ii) ***Dematerialisation of Securities under the Depositories Act:***

Either the Company or the Investor may exercise an option to issue, receive, convert or hold Securities (including Shares) with a Depository in electronic form, in which event, the certificates in respect thereof shall be dematerialised, the parties concerned shall perform such things as may be required in that behalf by, and the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by, the provisions of the Depositories Act. Provided, person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository in electronic form. Where a person opts to hold any share with the depository, the Company shall intimate such depository to details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

(iii) ***Re-Materialisation of Securities:***
Notwithstanding anything to the contrary or inconsistent contained in these Articles, a Member shall be entitled to re-materialise Securities held by that Member in de-materialised form pursuant to the Depositories Act. In such event, the parties concerned shall
perform such things as may be required by, and the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by, the provisions of the Depositories Act in connection with the re-materialisation of the concerned Securities.

(iv) ***Beneficial Owner Deemed As Absolute Owner:***
Except as ordered by the Court of competent jurisdiction or as by law required, the Company shall be entitled to treat the Member whose name appears on the Register of Members as the holder of any Share or whose name appears as the Beneficial Owner of the Shares in the Records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust equity, equitable, contingent or other claim to or interest in such Share on the part of any other Person whether or not he shall have expressed or implied notice thereof. The Board shall be entitled at their sole discretion to register any Shares in the joint names of any two or more Persons or their survivor or survivors.

(v) ***Register and Index of Beneficial Owners:***
The Company shall cause to be kept a Register and Index of members in accordance with all applicable provisions of the Act and the Depositories Act, 1996 with details of Shares and debentures held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country.

(vi) ***Transfer of Securities:***
The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly, particulars of every transfer or transmission of any Share held in material form. Nothing contained in these Articles shall apply to transfer of Securities held in a Depository.

(vii) ***Distinctive Number of Securities held in a Depository:***
The Shares in the capital shall be numbered progressively according to their several denominations, provided, however that the provisions relating to progressive numbering shall not apply to the Share of the Company which are in dematerialised form. Except in the manner provided under these Articles, no Share shall be sub- divided. Every forfeited or surrendered Share be held in material form shall continue to bear the number by which the same was originally distinguished.

(viii) ***Provisions of Articles to Apply to Shares held in Depository:***
Except as specifically provided in these Articles or the Depositories Act, the provisions relating to joint holders of Shares, calls, lien on Shares, forfeiture of Shares and transfer and transmission of Shares shall be applicable to Shares held in Depository so far as they apply to Shares held in physical form subject to the provisions of the Depositories Act and the Companies Act, 2013.

(ix) ***Overriding Effect of this Article:***
The provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles of these presents.

58. NOMINATION FACILITY:

(i) Every holder of Shares, or holder of debentures of the Company may at any time, nominate, in the prescribed manner a person to whom his Shares in or debentures of the Company shall vest in the event of his death.

(ii) Where the Shares in or debentures of the Company are held by more than one person jointly,

the joint holders may together nominate in the prescribed manner, a person to whom all the rights in the Shares or debentures of the Company shall vest in the event of death of all the joint holders.

(iii) *Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise in respect of such Shares in or debentures of the Company where a nomination made in the prescribed manner purports to confer on any person the right to vest the Shares in or debentures of the Company, the nominee shall, on the death of the shareholder or debentures holder of the Company or as the case may be on the death of the joint holders become entitled to all the rights in the Shares or debentures of the Company or as the case may be all the joint holders in relation to such Shares in or debenture of the Company to the exclusion of all the other persons, unless the nomination is varied or cancelled in the prescribed manner.*

(iv) *Where the nominee is a minor it shall be lawful for the holder of Shares or debentures, to make the nomination and to appoint in the prescribed manner any person to become entitled to Shares in or debentures of the Company in the event of his death in the event of minority of the nominee.*

Any person who becomes a nominee by virtue of the provisions of Section 72 upon the production of such evidence as may be required by the Board and subject as hereinafter provided elect either:

a) To be registered himself as holder of the Shares or debentures as the case may be, or

b) To make such transfer of the Share or debenture as the case may be, as the deceased shareholder or debenture holder, as the case may be could have made.

If the person being a nominee, so becoming entitled, elects to be registered himself as a holder of the Share or debenture as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with a Death Certificate of the deceased shareholder or debenture holder as the case may be.

All the limitations, restrictions and provisions of this Act, relating to the right to transfer and registration of transfer of Shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer where a transfer is signed by that shareholder or debenture holder, as the case may be.

A person being a nominee, becoming entitled to a Share or debenture by reason of the death of the holder shall be entitled to same dividends and other advantages to which he would be entitled if he were the registered holder of the Share or debenture, except that he shall not, before being registered a member in respect of his Share of debenture, be entitled in respect of it to exercise any right conferred by membership in relation to the 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 or debenture and if the notice is not complied with within 90 days, the Board may thereafter withhold payments of all dividends, bonus, or other monies payable in respect of the Share or debenture, until the requirements of the notice have been complied with.

59. BUY BACK OF SHARES:

The Company shall be entitled to purchase its own Shares or other securities, subject to such limits, upon such terms and conditions and subject to such approvals as required under Section 68 and other applicable provisions of the Act and the rules and regulations made thereunder and any other applicable Law in connection with the buy- back, if any and any amendments, modification(s), re-promulgation (s) or re- enactment(s) thereof.

GENERAL MEETINGS

60. ANNUAL GENERAL MEETINGS:

The Company shall, in addition to any other meetings hold a General Meeting which shall be called as its Annual General Meeting, at the intervals and in accordance with the provisions of the Act.

61. EXTRAORDINARY GENERAL MEETINGS:

The Board may, whenever it thinks fit, convene an Extraordinary General Meeting at such date, time and at such place as it deems fit, subject to such directions if any, given by the Board.

62. EXTRAORDINARY GENERAL MEETINGS ON REQUISITION:

The Board shall on, the requisition of members convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under Section 100 of the Act.

63. SPECIAL AND ORDINARY BUSINESS:

(a) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of sanctioning of dividend, the consideration of the financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring by rotation and the appointment of and the fixing up of the remuneration of the auditors.

(b) In case of special business as aforesaid, an explanatory statement as required under Section 102 of the Act shall be annexed to the notice of the meeting.

64. QUORUM FOR GENERAL MEETING:

The quorum for General Meeting shall be:

i. five members personally present if the numbers of members as on the date of meeting is not more than one thousand;

ii. fifteen members personally present if the numbers of members as on the date of meeting is more than one thousand but up to five thousand;

iii. thirty members personally present if the numbers of members as on the date of meeting exceed five thousand;

or such other number of members as the law for the time being in force prescribes, and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

65. CHAIRMAN OF GENERAL MEETING:

The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

66. ELECTION OF CHAIRMAN:

If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman and if no Director be present or if all the Directors decline to take the chair then the members present shall choose someone of their number to be the Chairman.

67. VOTING AT MEETING:

At any General Meeting, a resolution put to the vote at the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) is demanded in accordance with the provisions of Section 109 of the Act. Unless a poll is so demanded, a declaration by the Chairman that the resolution had, on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

68. DECISION BY POLL:

If a poll is duly demanded, it shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

69. POLL TO BE IMMEDIATE:

(a) A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time not later than forty eight hours from the time of demand as the Chairman of the meeting directs.

(b) A demand for a poll shall not prevent the continuance of a Meeting of the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn.

70. VIDEO CONFERENCING:

If so permitted by the Act, the Company shall be entitled to hold its meetings through a video conference in a manner compliant with requirements (if any) of the Act such that all Shareholders can participate and discuss the matters of the meeting.

DIRECTORS

71. NUMBER OF DIRECTORS:

Unless otherwise determined by General Meeting, the number of Directors shall not be less than two and not more than fifteen, including all kinds of Directors.

72. SHARE QUALIFICATION NOT NECESSARY:

Any person whether a member of the Company or not may be appointed as Director and no qualification by way of holding Shares shall be required of any Director.

73. DIRECTOR'S POWER TO FILL-UP CASUAL VACANCY:

Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, and the person so appointed shall hold office up to the date, up to which Director in whose place he is appointed would have held the office if it has not been vacated as aforesaid.

74. ADDITIONAL DIRECTORS:

The Board of Directors shall have power at any time and from time to time to appoint one or more persons as Additional Directors provided that the number of Directors and Additional Directors together shall not exceed the maximum number fixed. An Additional Director so appointed shall hold office up to the date of the next Annual General Meeting of the Company and shall be eligible for re-election by the Company at that Meeting.

75. ALTERNATE DIRECTORS:

The Board of Directors may appoint an Alternate Director to act for a Director (hereinafter called the original Director) during the absence of the original Director for a period of not less than 3 months from India. An Alternate Director so appointed shall not hold office for a period longer than permissible for the Director in whose place he has been appointed and shall vacate office if and when the original Director returns to India. If the terms of the office of the original Director are determined before he so returns to India, any provision for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original and not to the Alternate Director.

76. REMUNERATION OF DIRECTORS:

Every Director other than the Managing Director and the Whole-time Director shall be paid a sitting fee not exceeding such sum as may be prescribed by the Act from time to time for each meeting of the Board of Directors or any Committee thereof attended by him and shall be paid in addition thereto all travelling, hotel and other expenses properly incurred by him in attending and returning from the meetings of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with business of the Company to and from any place.

77. REMUNERATION FOR EXTRA SERVICES:

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions, then subject to the provisions of the Act the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled. The Directors shall be paid such further remuneration other than as mentioned in this Article, as the Company shall from time to time determine in General Meeting, and such further remuneration shall be paid to or divided among the Directors or some or any of them in such proportion and manner as the Directors from time to time determine.

78. POWERS AND RIGHTS OF DIRECTORS:

Subject to the provisions of the Act and these Articles, the Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorised to exercise and do, provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other Act or by the Memorandum or these Articles or otherwise, to be exercised or done by the Company in General Meeting, provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or in these Articles or any regulations not inconsistent therewith duly made thereunder including regulations made by the Company in General Meeting.

No regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if those regulations had not been made.

79. SUBJECT TO THE PROVISIONS OF THE ACT AND THESE ARTICLES BUT WITHOUT PREJUDICE OF THE GENERAL POWERS CONFERRED BY THE LAST PRECEDING ARTICLE AND SO AS NOT IN ANY WAY TO LIMIT OR RESTRICT THESE POWERS, THE BOARD OF DIRECTORS SHALL HAVE FOLLOWING POWERS:

(a) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Section 76 and 208 of the Act.

(b) To purchase or otherwise acquire for the Company any property rights, privileges, which the Company is authorised to acquire, at or for privileges or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

(c) At their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in share, bonds, debentures, mortgages, or other securities of the Company and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

(d) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company either separately or conjointly, also to insure all or any portion of the goods produced, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

(e) To open accounts with any bank or bankers or with any company, firm or individual and to pay money into, and draw money from any such account from time to time as the Directors may think fit.

(f) To appoint person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or for any other purposes, and to execute and do all such acts and things as may required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

(g) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction or any debts due or of any claims or demands by or against the Company, and to refer any claims or demands by or against the Company or any differences to arbitration, and observe and perform any awards made thereon.

(h) To act on behalf of the Company in all matters relating to bankrupts and insolvents.

(i) To make and give receipts, releases, and other discharges for moneys payable to the Company and for the claims and demand of the Company.

(j) To invest and deal with any moneys of the Company not immediately required for the purposes thereof, upon such security (not being shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments.

(k) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surely for the benefit of the Company, such as mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreement as shall be agreed upon.

(l) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases contracts and documents, and to give the necessary authority for such purpose.

(m) To distribute by way of bonus amongst the staff of the Company a share or shares in the general profits of the Company and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction, and to charge such bonus or commission as part of the working expenses of the Company.

(n) To provide for the welfare of employees or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building of quarters, or by grant of money, pensions, allowance, bonus, profit sharing bonuses, payments toward insurance or other payments, or by creating and from time to time subscribing or contributing to aiding or supporting provident and other associations, or profit sharing schemes and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

(o) To subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national, or any other institutions, objects or purposes or for any exhibition or for any public general or useful object or corporate social responsibility.

(p) To appoint, at their discretion, remove or suspend such managers, secretaries, officers, assistants, supervisors, clerks, agents and servants for permanent, temporary or special services, as they may from time to time think fit, and to determine their powers and duties and fix their salaries emolument or remuneration and to require security in such instances and to such amount as they may think fit.

(q) At any time and from time to time, by Power of Attorney under the Seal of the Company or by a letter of authority without Seal of the Company, to appoint any person or persons to be Attorney, Attorneys or Authorised representatives of the Company, for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as the Board of Directors or the Managing Director may from time to time think fit.

(r) From time to time, to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.

(s) From time to time at its discretion, to raise or borrow any sums of money for and on behalf of the Company, with or without interest from the members or other persons, companies or banks or Directors themselves advance money to the Company on such terms and conditions as may be approved by the Directors.

(t) From time to time secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of the debenture or bonds of the Company or by mortgage, exchange or charge of all or any part of the undertaking, property and rights of the Company both present or future and of its uncalled capital for the time being.

(u) To purchase, or take on lease for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses, thereon, situate in any part of India, at such price or rent, and under and subject to such terms and conditions as the Directors may think fit, and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

(v) To erect and construct, on the said land or lands, buildings, houses, warehouse, sheds and to alter, extend and improve the same, to let or lease the property of the Company, in part or in whole, for such rent, and subject to such conditions, as may be thought advisable, to sell such portions of the land or buildings of the Company as may not be required for the purposes of the Company, to mortgage the whole or any portion of the property of the Company for the purpose of the Company, to sell all or any portion of the machinery or stores belonging to the Company.

(w) To secure the fulfillment of any contracts or any engagements entered in to by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being, or in such other manner as they may think fit.

(x) To establish or maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation fund for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is subsidiary of the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance and well-being of the Company or any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(y) Before recommending any dividend to set aside, out of the profits of the Company such sums as they think proper for Depreciation or to a Depreciation Fund, Insurance Fund, General Reserve, Reserve Fund or Sinking Fund or any special Fund or Account to meet contingencies or to repay redeemable preference shares, debentures, or debenture stock or for special dividends or for equalizing dividend or for repairing, improving, extending and maintaining any of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion think conducive to the interests of the Company, with power from time to time to transfer moneys standing to the credit of one Fund or any part thereof to the credit of any other Fund and to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion think conducive to the interests of the Company, notwithstanding that the matters to which the Directors apply upon or expend, the same, or any part thereof, may be matters to or upon which the capital money of the Company rightly be applied or expended and to divide the Reserve Fund into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds including the Depreciation Fund, in the business of the Company or in the purchase or repayment of redeemable preference shares, debentures or debenture stock, and that without being bound to keep the same separate from the other assets. If the assets constituting any of the above funds are employed on the business of the Company the Directors may if they think fit but not otherwise pay or allow to the credit of such funds interest at such rate as the Directors may think proper.

(z) For or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

80. VIDEO CONFERENCING:

The Company shall be entitled to hold meetings of the Board through a video conference or other audio visual means, in a manner compliant with requirements of the Act and Rules such that all Directors can participate and discuss the matters of the meeting.

81. Subject to the provisions of the act, the directors shall not be disqualified by reason of his or their office as such from contracting with the company either as vendor, purchaser, lender, agent, broker, lessor or otherwise nor shall any such contract, or arrangement entered into by or on behalf of the Company with such director or with any company or partnership in which he shall be a member or otherwise interested be avoided nor shall any director so contracting or being such member or so interested be liable to account to the company for any profit realised by such contract or arrangement by reason only of such director holding that office or of fiduciary relation thereby established but the nature of the interest must be disclosed by him or them at the meeting of directors at which the contract or arrangement is determined if the interest then exists or in any other case at the first meeting of the directors after the acquisition of the interest.

82. DIRECTOR FOR SUBSIDIARY COMPANY:

Directors of this Company may be or become a Director of any Company promoted by this Company or in which it may be interested as Vendor, Shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such Company.

83. MEETINGS OF THE BOARD:

a) The Board of Directors shall meet at least four times every year with an interval of not more than one hundred twenty days between two consecutive meetings.

b) The Managing Director may, at any time summon a meeting of the Board and the Managing Director or a Secretary or a person authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his usual address in India to every other Director.

84. QUORUM:

The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time.

85. QUESTIONS HOW DECIDED:

a) Save as otherwise expressly provided in the Act, a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.

b) In case of an equality of votes, the Chairman shall have second or casting vote in addition to his vote as Director.

86. RIGHT OF CONTINUING DIRECTORS WHEN THERE IS NO QUORUM:

The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below two, the continuing Directors or Director may act for the purpose of increasing the number of Directors to two or of summoning a General Meeting of the Company but for no other purpose.

87. ELECTION OF CHAIRMAN OF BOARD:

a) The Board may elect a Chairman of its meeting and determine the period for which he is to hold office.

b) If no such Chairman is elected or at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the Chairman of the Meeting.

88. DELEGATION OF POWERS:

a) The Board may, subject to the provisions of the Act and these Articles, delegate any of its powers to committees consisting of such members of its body as it thinks fit.

b) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

89. ELECTION OF CHAIRMAN OF COMMITTEE:

a) The Chairman of a committee shall be appointed by the Board in accordance with the applicable laws.

b) The quorum of a committee may be fixed by the Board of Directors.

90. QUESTIONS HOW DETERMINED:

a) A committee may meet and adjourn as it thinks proper.

b) Questions arising at any meeting of a committee shall be determined by the sole member of the committee or by a majority of votes as the members present as the case may be and in case of an equality of vote the Chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

91. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE:

All acts done by any meeting of the Board, 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 even such Director or such person has been duly appointed and was qualified to be a Director.

92. RESOLUTION BY CIRCULATION:

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee as the case may be at their addresses registered with the Company in India and approved by majority of the Directors or members of the committee as are entitled to vote on the resolution shall be valid and effectual as it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

93. **a)** **The board of directors may from time to time raise any moneys or sums of money for the purpose of the company provided that the moneys to be borrowed by the company apart from temporary loans obtained from the company's bankers in the ordinary course of business shall not exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specifies purpose and in particular, but subject to the provisions of section 179 of the act, the board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the company, by the issue of debentures, perpetual or otherwise, including debenture convertible into shares of this or any other company or perpetual annuities and to secure any such money so borrowed, raised or received mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities.**

b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or the Managing Director, if any, within the limits prescribed.

c) Subject to provisions of the above sub-clause, the Directors may, from time to time, at their discretion, raise or borrow or secure the repayment of any sum or sums of money for the purposes of the Company, at such time and in such manner and upon such terms and conditions in all respects as they think, fit and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, perpetual or redeemable debentures (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, goods or other property and securities of the Company, or by such other means as they may seem expedient.

d) To the extent permitted under the applicable law and these Articles and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

94. TERM OF ISSUE OF DEBENTURES:

Any debentures, debenture stock, or other securities may be issued at a discount, premium or otherwise if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with a right of conversion into or allotment of Shares shall be issued only with the consent of the Company in a General Meeting by a Special Resolution.

95. DEBENTURE DIRECTORS:

Any Trust Deed for securing debentures or debenture stock may if so arranged provide for the appointment from time to time by the trustee thereof or by the holders of debentures or debenture stock of some person to be a Director of the Company and may empower such trustee or holders of debentures or debenture stock from time to time to remove any Directors so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the Debenture Director means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares, or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provision shall have effect notwithstanding any of the other provisions herein contained.

96. NOMINEE DIRECTORS:

a) So long as any moneys remain owing by the Company to any All India Financial Institutions, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company controlled by the Reserve Bank of India or any such Company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the Debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /Shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such corporation so provides, the corporation shall have a right to appoint from time to time any person or persons as a Director or Directors Whole-Time or non Whole-Time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his/their place(s).

b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as they holds or continues to hold Debentures/ Shares in the Company as result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director(s) so appointed in exercise of the said power shall vacate such office immediately on the moneys owing by the Company to the Corporation are paid off or they ceasing to hold Debentures/ Shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished.

c) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which Nominee Director(s) is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

d) The Company shall pay the Nominee Director(s) sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director(s) shall accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

e) Provided that the sitting fees, in relation to such Nominee Director(s) shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

97. CHARGE IN FAVOUR OF DIRECTOR FOR INDEMNITY:

If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

98. POWERS TO BE EXERCISED BY BOARD ONLY BY MEETING:

a) The Board of Directors shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolution passed at the meeting of the Board:
   (i) To make calls on shareholders in respect of moneys unpaid on their Shares;
   (ii) To authorise buy-back of Securities as per the Act;
   (iii) To issue Securities, including Debentures whether in or outside India;
   (iv) To borrow monies;
   (v) To invest the funds of the Company;
   (vi) To grant loans or give guarantee or provide security in respect of loans;
   (vii) To approve financial statements and the Board's report;
   (viii) To diversify the business of the company;
   (ix) To approve amalgamation, merger or reconstruction;
   (x) To take over a company or acquire a controlling or substantial stake in another company;
   (xi) To make political contributions;
   (xii) To appoint or remove Key Managerial Personnel; and
   (xiii) To appoint Internal Auditor.

b) The Board of Directors may by a meeting delegate to any committee of Directors or to the Managing Director or Manager or any other principal officer of the Company, the powers specified in sub clauses (iv), (v) and (vi) above on such conditions as it may deem fit**.**

MANAGING DIRECTOR(S)/ WHOLE-TIME DIRECTOR(S)

99. **a)** **The board may from time to time appoint one or more of the directors to the office of the Managing director or Whole-time directors.**

b) The Directors may from time to time resolve that there shall be either one or more Managing Directors or Whole-time Directors.

c) In the event of any vacancy arising in the office of a Managing Director or Whole-time Director, the vacancy shall be filled by the Board of Directors subject to the approval of the members.

d) If a Managing Director or Whole-time Director ceases to hold office as Director, he shall *ipso facto* and immediately cease to be Managing Director/Whole-time Director.

100. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR:

The Managing Director/Whole-time Director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing Directors/ Whole-time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

101. REIMBURSEMENT OF EXPENSES:

The Managing Directors/Whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company.

102. BUSINESS TO BE CARRIED ON BY MANAGING DIRECTORS/ WHOLE-TIME DIRECTORS:

a. The Managing Directors/Whole-time Directors shall have subject to the supervision, control and discretion of the broad, the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties in relation to the Management of the affairs and transactions of Company, except such powers and such duties as are required by law or by these presents to be exercised or done by the Company in General Meeting or by Board of Directors and also subject to such conditions or restriction imposed by the Act or by these presents.

b. Without prejudice to the generally of the foregoing and subject to the supervision and control of the Board of Directors, the business of the Company shall be carried on by the Managing Director/ Whole- time Director and he shall have all the powers except those which are by law or by these presents or by any resolution of the Board required to be done by the Company in General Meeting or by the Board.

c. The Board may, from time to time delegate to the Managing Director or Whole-time Director such powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time revoke, withdraw, alter or vary all or any of the powers conferred on the Managing Director or Whole-time Director by the Board or by these presents.

COMMON SEAL

103. CUSTODY OF COMMON SEAL:

The Board shall provide for the safe custody of the Common Seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof; and the Common Seal shall be kept at the Registered Office of the Company and committed to the custody of the Managing Director or the Secretary if there is one.

104. SEAL HOW AFFIXED:

The seal shall not be affixed to any instrument except by authority of a resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least one Director and the Secretary or such other person as the Board may appoint for the purpose. Every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by that Director and the secretary or such other person aforesaid in whose presence the seal shall have been affixed provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority issuing the same.

DIVIDEND

105. RIGHT TO DIVIDEND:

a) The profits of the Company, subject to any special rights, relating thereto created or authorised to be created by these presents and subject to the provisions of the presents as to the Reserve Fund, shall be divisible among the members in proportion to the amount of capital paid up on the Shares held by them respectively and the last day of the year of account in respect of which such dividend is declared and in the case of interim dividends on the close of the last day of the period in respect of which such interim dividend is paid.

b) Where capital is paid in advance of calls, such capital shall not, confer a right to participate in the profits**.**

106. DECLARATION OF DIVIDENDS:

The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

107. INTERIM DIVIDENDS:

The Board may from time to time pay to the members such interim dividends as appear to them to be justified by the profits of the Company.

108. DIVIDENDS TO BE PAID OUT OF PROFITS:

No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by the Act.

109. RESERVE FUNDS:

a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied 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.

b) The Board may also carry forward any profits when it may think prudent not to appropriate to Reserves.

110. DEDUCTION OF ARREARS:

The Board may deduct from any dividend payable to any members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the Shares of the Company.

111. ADJUSTMENT OF DIVIDENDS AGAINST CALLS:

Any General Meeting declaring a dividend may make a call on the members as such amount as the meeting has fixed, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members be set off against the call.

112. RECEIPT OF JOINT HOLDER:

Any one of two or more joint holders of a share may give effectual receipt for any dividends, or other moneys payable in respect of such Shares.

113. NOTICE OF DIVIDENDS:

Notice of any dividend that may have been declared shall be given to the persons entitled to share thereto in the manner mentioned in the Act.

114. DIVIDENDS NOT TO BEAR INTEREST:

No dividends shall bear interest against the Company.

115. TRANSFER OF SHARES NOT TO PASS PRIOR TO DIVIDENDS:

Subject to the provisions the Act, any transfer of Shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

116. UNPAID OR UNCLAIMED DIVIDEND:

(a) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within 7 days from the date of expiry of the said period of 30 days, to a special account to be opened by the Company in that behalf in any scheduled bank called "ETPL Unpaid Dividend Account".

(b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund known as Investors Education and Protection Fund established under the provisions of the Act.

(c) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(d) The Board may retain dividends payable upon shares in respect of which any person is, entitled to become a member, until such person shall become a member in respect of such shares.

CAPITALISATION OF PROFITS

117. CAPITALISATION OF PROFITS:

a) The Company in General Meeting, may, on recommendation of the Board resolve:

(i) That it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) That such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

b) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards**:**

(i) Paying up any amounts for the time being unpaid on Shares held by such members respectively;

(ii) Paying up in full, unissued Share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(iii) Partly in the way specified in sub-clause (i) and partly that specified in sub clause (ii).

c) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

d) A share premium account and a capital redemption reserve account may, only be applied in the paying up of unissued Shares to be issued to members of the Company as fully paid bonus shares.

118. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE:

a) **Whenever such a resolution as aforesaid shall have been passed, the Board shall:**

(i) 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

(ii) generally do all acts and things required to give effect thereto.

b) **The Board shall have full power:**

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of Shares or debentures becoming distributable in fraction; and also

(ii) to authorise any person, on behalf of all the members entitled thereto, to enter into an agreement with the Company providing for the allotment to such members, credited as fully paid up, of any further Shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to the capitalised of the amounts or any parts of the amounts remaining unpaid on the Shares.

c) Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

119. BOOKS OF ACCOUNT TO BE KEPT:

a) The Board of Directors shall cause true accounts to be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place, of all sales and purchases of goods by the Company, and of the assets, credits and liabilities of the Company.

b) If the Company shall have a Branch Office, whether in or outside India, proper books of account relating to the transactions effected at the office shall be kept at that office, and proper summarised returns made up to date at intervals of not more than three months, shall be sent by Branch Office to the Company at its Registered Office or to such other place in India, as the Board thinks fit where the main books of the Company are kept.

c) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its Branch Office, as the case may be with respect to the matters aforesaid, and explain its transactions.

120. WHERE BOOKS OF ACCOUNTS TO BE KEPT:

The Books of Account shall be kept at the Registered Office or at such other place in India as the Directors think fit.

121. INSPECTION BY MEMBERS:

No member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute.

AUTHENTICATION OF DOCUMENTS

122. AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS:

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director, the Manager, the Secretary or an authorised officer of the Company and need not be under its seal.

WINDING UP

123. APPLICATION OF ASSETS:

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the members according to their rights and interests in the Company.

124. DIVISION OF ASSETS OF THE COMPANY IN SPECIE AMONG MEMBERS:

If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with sanction of a special resolution divide among the contributories in specie or kind any part of the assets of the Company and any with like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories of any of them, as the liquidators with the like sanction shall think fit, in case any Share to be divided as aforesaid involve as liability to calls or otherwise any persons entitled under such division to any of the said Shares may within ten days after the passing of the special resolution by notice in writing, direct the liquidators to sell his proportion and pay them the net proceeds, and the liquidators shall, if practicable, act accordingly.

INDEMNITY AND RESPONSIBILITY

125. DIRECTORS' AND OTHERS' RIGHT TO INDEMNITY:

a) Subject to the provisions of the Act, the Managing Director and every Director, Manager, Secretary and other Officer or Employee of the Company shall be indemnified by the Company against any liability and it shall be the duty of Directors, out of the funds of the Company to pay, all costs and losses and expenses (including travelling expenses), which any such Director, Officer or Employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Managing Director, Director, Officer or Employee or in any way in the discharge of his duties.

b) Subject as aforesaid the Managing Director and every Director, Manager, Secretary or other

Officer or Employee of the Company shall be indemnified against any liability incurred by them or in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application in which relief is given to him by the Court.

126. NOT RESPONSIBLE FOR ACTS OF OTHERS:

a) Subject to the provisions of the Act no Director or other Officer of the Company shall be liable for the acts, receipt, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, Company or Corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or over sight in his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office of in relation thereto, unless the same happens through his own wilful act or default.

b) Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with Registrar of Companies in respect of any act done or required to be done by any Director or other Officer by reason of his holding the said office, shall be paid and borne by the Company.

SECRECY CLAUSE

127. SECRECY:

No member shall be entitled to inspect the Company's works without the permission of the Managing Director or to require discovery of any information respectively any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director it will be inexpedient in the interest of the members of the Company to communicate to the public.

128. DUTIES OF OFFICERS TO OBSERVE SECRECY:

Every Director, Managing Directors, Manager, Secretary, Auditor, Trustee, Members of Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or law.

SOCIAL RESPONSIBILITY

129. SOCIAL AND ECONOMIC DEVELOPMENT:

The Company shall endeavour to promote the objectives of social and economic development consistent with the needs of efficiency and productivity harmonizing the interest of the consumers, shareholders, employees and management. It shall also try to remove the hardships and promote the welfare of the community, especially in areas where it is carrying on its activities.

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Chapter II

The provisions of the Articles 130 to 141 (of this chapter II) shall have effect notwithstanding anything contained in the other provisions of these Articles. In the event of any conflict between the provisions of this chapter II and the other provisions of these Articles, the provisions of this chapter II shall prevail over chapter I, provided however that the provisions of this chapter II shall, without further act or deed, cease to be effective immediately upon the receipt of final listing and trading approvals from the BSE Limited and National Stock Exchange of India Limited pursuant to an initial public offering of Equity Shares.

The regulations contained in Table F of the First Schedule to the Companies Act, 2013 (hereinafter referred to as Table "F") shall apply in the same manner as if all such regulations of Table 'F' are specifically contained in these Articles so far and only as they are not inconsistent with any of the provisions contained in chapter II of these Articles. In the event of any inconsistency or contradiction between the provisions of chapter II of these Articles and the provisions of Table F, the provisions of chapter II of these Articles shall override and prevail over Table F.

MISCELLANEOUS

130. Notwithstanding anything contained to the contrary in the preceding articles 1 to 129, in the event of any inconsistency or contradiction between the provisions of chapter i of these articles and the provisions of chapter ii of these articles, the provisions of chapter ii of these articles shall override and prevail over the provisions of chapter i of these articles and any other provisions of these articles in the event of any inconsistency or contradiction. it is clarified that the matters listed in articles 130 to 141 are in addition to all other rights that the investor may have as a shareholder of the company under chapter i of these articles.

Definitions for this chapter II of these Articles:

131. FOR THE PURPOSES OF ARTICLES 131 TO 141, UNLESS THE CONTEXT REQUIRES OTHERWISE, THE FOLLOWING WORDS AND EXPRESSIONS SHALL HAVE THE FOLLOWING MEANINGS:

"**Affiliate**" means, in relation to any party, any subsidiary or Parent company of that party and any subsidiary of any such Parent company, in each case from time to time and in relation to an individual means an Immediate Family Member or any entity owned or controlled by such an individual or his/her Immediate Family Member;

"**Annual Budget**" means the annual budget prepared by the Company and its Subsidiaries;

"**Business Day**" means a day other than a Saturday or Sunday or a public holiday on which commercial banks open for ordinary banking business in Port Louis, Mauritius and Mumbai, India;

"**Charter Documents**" means the memorandum of association and the articles of association of the Company (which includes this chapter II to these Articles);

"**Connected Person(s)**" of the Company are:

(a) any company under the same management (as defined by Section 370 (1-B) of the Companies Act, 1956) as the Company, including without limitation, the subsidiaries;

(b) any director of the Company appointed by or on behalf of the Promoter and the Other Shareholders or any director of a subsidiary company of the Company appointed by or on behalf of the Company; and the Promoter and the Other Shareholders, any immediate relative of a Promoter and the Other Shareholder, or any Affiliate of a Promoter and the Other Shareholder or of such immediate relative, where such Affiliate is a non natural Person.

"**Encumbrances**" means any encumbrance including, without limitation, any security interest, claim, debenture, mortgage, pledge, charge, hypothecation, lien, deposit by way of security, bill of sale, option or right of pre-emption, beneficial ownership (including usufruct and similar entitlements), public right, common right, way leave, any provisional or executional attachment and any other interest held by a third party;

"**Equity Shares**" means equity shares of INR 10 each comprised in the share capital of the Company;

"**Exchanges**" has the meaning given in Article 139(1)(b)(i);

"**Financial Year**" means a financial year commencing on 1 April of a calendar year and ending on 31 March of the immediately following calendar year;

"**Immediate Family Members**" means with respect to an individual, his spouse, children and parents;

"**INR**" means Indian Rupees;

"**Indebtedness**" as applied to any Person, means, without duplication, (a) all indebtedness for borrowed money, (b) all obligations evidenced by a note, bond, debenture, letter of credit, draft or similar instrument, (c) that portion of obligations with respect to capital leases that is properly classified as a liability on a balance sheet in conformity with Indian Generally Accepted Accounting Procedures, (d) notes payable and drafts accepted representing extensions of credit, (e) any obligation owed for all or any part of the deferred purchase price of property or services, (f) all guarantees, security and / or indemnity of any nature extended by such Person with respect to Indebtedness of any other Person and (g) all indebtedness and obligations of the types described in the foregoing clauses (a) through (f) to the extent secured by any Encumbrance on any property or asset owned or held by that Person regardless of whether the indebtedness secured thereby shall have been assumed by that Person or is non-recourse to the credit of that Person;

"**Investor Group**" means the Investor and its Affiliates from time to time;

"**IPO**" means the initial public offer of the Company and consequent Listing and trading of the shares or other securities of the Company on the Exchanges;

"**Joint Venture Company"** means Endurance Magneti Marelli Shock Absorbers (India) Private Limited;

"**Law(s)**" means all laws, regulations, directives, statutes, subordinate legislation, common law and civil codes of any jurisdiction, all judgments, orders, notices, instructions, decisions and awards of any court or competent authority or tribunal and all codes of practice having force of law, statutory guidance and policy notes;

"**Listing**" means the successful completion of an IPO and trading of the Equity Shares of the Company on any of the Exchanges i.e. Bombay Stock Exchange Limited or the National Stock Exchange Limited and any other recognised (domestic or international) stock exchange as may be mutually agreed to between the Company and the Investor;

"**Minimum Sale Price**" means a price per Equity Share calculated by dividing the Minimum Sale Price Equity Valuation by the number of then existing Equity Shares of the Company;

"**Minimum Sale Price Equity Valuation**" means valuation of the entire equity capital of the Company (in INR) and would be calculated at an enterprise valuation of 6.36 times the Normalised EBITDA of the Company for the period of preceding four (4) quarters, less net debt as at the end of preceding quarter calculated by the management of the Company and certified by the auditor;

"**Normalised EBITDA**" has the meaning given in the agreement entered between the Company, the Promoter, the Investor and the Other Shareholders.

"**Other Shareholders**" means Naresh Chandra, Suman Jain, Varsha Jain, Naresh Chandra HUF and Anurang Jain HUF;

"**Parent company**" means any company which holds a majority of the voting rights in another company, or which is a member of another company and has the right to appoint or remove a majority of its board of directors, in either case whether directly or indirectly through one or more companies;

"**Person**" means any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, unlimited or limited liability company, joint venture, government authority or trust or any other entity or organization;

"**Permitted Transferee**" has the meaning given in Article 138(2)(a);

"**Preference Shares**" means preference shares of INR 10 each comprised in the share capital of the Company;

"**Promoter**" means Mr. Anurang Jain;

"**Related Party**" has the meaning given in Article 137(4);

"**Right of First Offer**" has the meaning given in Article 138(3);

"**Shareholders**" means the Promoter, the Other Shareholders and the Investor;

"**Shares**" means Equity Shares and Preference Shares;

"**Subsidiaries**" means High Technology Transmission Systems (India) Private Limited, Endurance Overseas SrL, Amann Druckguss GmbH, Endurance Fondalmec SpA and other subsidiaries of the Company from time to time, and Subsidiary means any one of them;

"**Tag Along Right**" has the meaning given in Article 138(4)(a);

"**Tag Along Shares**" has the meaning given in Article 138(4)(a);

"**Tag Along Acceptance Notice**" has the meaning given in Article 138(4)(b);

"**Target Company**" means the Company, the Subsidiaries, and the Joint Venture Company, and Target Companies means any of them;

"**Tax** or **Taxation**" means all forms of taxation, duties, levies, imposts and social security charges, including without limitation corporate income tax, wage withholding tax, provident fund, employee state insurance and gratuity contributions, value added tax, customs and excise duties, capital tax and other legal transaction taxes, stamp duty, dividend withholding tax, real estate taxes, other municipal taxes and duties, environmental taxes and duties and any other type of taxes or duties in any relevant jurisdiction, together with any interest, penalties, surcharges or fines relating thereto, due, payable, levied, imposed upon or claimed to be owed in any relevant jurisdiction;

"**Third Party Purchaser**" has the meaning given in Article 139(2)(a);

"**Transfer**" means the sale, gift, exchange, assignment, transfer, transfer in trust, alienation, Encumbrance or other disposition of any Shares, or any rights therein or afforded thereby, in any manner whatsoever, or entering into any contract or agreement to do any of the foregoing, voluntarily or involuntarily, including, without limitation, any transfer by operation of Law or otherwise; and **transferred** shall be construed accordingly;

"**Transfer Notice**" has the meaning given in Article 138(4)(a);

132. COMPOSITION OF BOARD AND INVESTOR DIRECTOR:

(1) The Board shall consist of a minimum of six (6) members and the Investor shall have the right to nominate one director on the Board as a non- retiring and non-executive Director (the ***Nominee Director***). For the avoidance of doubt, it is clarified that the Investor shall not appoint any Director on the board of directors of the Subsidiaries or the Joint Venture Company.

(2) The Board shall comprise (i) Mr. Anurang Jain as the Managing Director of the Company; (ii) two (2) members as the representatives of the Promoter and the Other Shareholders; (iii) one (1) Nominee Director nominated and/or appointed by the Investor; and (iv) two independent directors, unless otherwise agreed to, in writing, by the Company and the Shareholders.

(3) To the extent permissible by applicable Law, the appointment of the Nominee Director shall be by direct nomination by the Investor and any appointment or removal under this Article shall, unless the contrary intention appears, take effect from the date it is notified to the Company in writing. If the applicable Law does not permit the person nominated by the Investor to be appointed as a Director of the Company merely by nomination by the Investor, then at all times during the term of the agreement between the Company, the Promoter, the Other Shareholders and the Investor, the Company, the Promoter and the Other Shareholders shall ensure that the Board forthwith (and in any event within 7 days of such nomination or at the next Board meeting, whichever is earlier) appoints such person as a Director of the Company and further that, unless the Investor changes or withdraws such nomination, such person is also elected as a Director at the next general meeting of the shareholders of the Company.

(4) Notwithstanding that the Nominee Director may be an independent director (as such expression is defined in any listing agreement which may be entered into at any time between the Company and a stock exchange in India), the Nominee Director shall not be construed or counted by the Company as an independent director for the purpose of determining the number of independent directors which the Company may be required to have on its Board by virtue of such listing agreement.

(5) If the Investor desires that the Nominee Director appointed and/or nominated by it should cease to be a Director, the Promoter and the Other Shareholders shall exercise all their rights, including their rights as or in respect of Directors and their rights in respect of Shares held by them in the Company in such manner so as to ensure the removal of such Director as soon as may be practicable. The Investor shall have a right to recommend any other person from the Investor Group to be appointed as Director in place of the original Nominee Director. The Company, the Promoter and the Other Shareholders shall ensure that only such person is appointed in place of the Nominee Director as is recommended by the Investor. All nominations for the replacement Director made by the Investor shall be in writing and shall take effect on its receipt at the office of the Company and shall be given effect to in the manner mentioned above.

(6) The Investor shall be entitled to nominate a person to be appointed as the alternate director, as per the provisions of the Companies Act, to the Nominee Director and the Company, the Promoter and the Other Shareholders, shall ensure that such person is appointed as the Nominee Director's alternate Director.

(7) Unless prohibited by the Companies Act, each Nominee Director shall be paid reasonable out of pocket expenses (including travel and hotel expenses) by the Company for attending shareholders' meetings, Board and committee meetings of the Company and sitting fees.

(8) The Nominee Director shall be a non-executive director and shall have no responsibility for the day-to-day management of the Company and shall not be liable for any failure by the Company to comply with applicable Law. The Company shall nominate directors or persons

other than the Nominee Director as "persons in charge" as contemplated under applicable Law and shall ensure that the Nominee Directors are not included within the scope of "Officer who is in default" under applicable Law.

(9) The Company shall at all times maintain a 'director' and officers' liability insurance, for the Directors of the Company and their alternates (including, without limitation, for the Nominee Director) and key man life and permanent disability insurance for the Promoter, to the extent permissible under applicable Law, from a reputable insurance company.

(10) The Nominee Director shall not be required to hold any qualification shares of the Company.

(11) Unless prohibited by the Companies Act, the Nominee Director shall be entitled to be a member of, or at the option of the Investor, an invitee on all the committees of the Board. If for any reason the Nominee Director is not or cannot be appointed on any such committee, the Company shall ensure that the Nominee Director is an invitee at every meeting of such committee, is able to attend every such meeting and receives all notices, agenda and other papers circulated to any member of such committee.

(12) In addition to its right to appoint a Nominee Director on the Board, the Investor shall have the right to nominate an observer (the Observer) to attend all the meetings of the Board and committees of the Board as well as the meetings of the board of directors of any Subsidiary. The Company, the Promoter and the Other Shareholders shall procure that the Company and the Subsidiaries provide to the Observer all notices issued to the Board (and board of directors of the Subsidiaries) and members of the committees of the Board, whether written or oral. For the avoidance of doubt, it is clarified that the Investor shall not be entitled to appoint any Observer on the board of the Joint Venture Company.

133. CORPORATE GOVERNANCE:

(1) The Board shall meet not less than 4 times a year, and at least once every calendar quarter or as per applicable Law.

(2) At least seven (7) Business Days notice of each Board meeting shall be given to each Director unless, in any particular case all the Directors (including the Nominee Directors) agree to a shorter notice. The agenda setting out in reasonable detail the items of business proposed to be transacted at the meeting of the Board (the *Agenda*) for a Board meeting shall be sent to all the Directors at least seven Business Days before the date of the meeting of the Board, unless all the Directors (including the Nominee Director) agree to a shorter period. The items not specified in the agenda may be discussed at a meeting provided that (i) the item is not a Reserved Matter and (ii) the Nominee Director is present at such meeting.

(3) The Promoter and the Other Shareholders shall procure that the Nominee Director receives notices of all Board and shareholders' meetings. The notice and location of each Board and shareholders' meetings shall be in compliance with applicable Law.

(4) Subject to applicable Law, the quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one- third being rounded off to one) or two Directors (whichever is higher) provided that the presence of the Nominee Director shall be required throughout the meeting in case of Board meetings dealing with Reserved Matters, unless otherwise agreed by the Investor.

(5) Notwithstanding anything contained in Article 133(4), unless the Investor prior to a Board meeting has informed in writing the Company of its assent in relation to the Reserved Matter, if the agenda at any Board meeting includes any Reserved Matter, and if the Nominee Director is not present at such meeting, then such item shall be deferred to an adjourned Board meeting which shall be held not earlier than seven (7) Business Days thence from the date of the original Board meeting and the Company shall inform the Nominee Director of such deference. If, after such adjournment, the Nominee Director is not present at such adjourned Board meeting, the Board shall be entitled to decide on the agenda matters (including Reserved Matters) without the requirement of consent of the Nominee Director unless the Investor has informed the Company of its assent/dissent to such Reserved Matters prior to such meeting.

(6) At least 21 (twenty-one) calendar days clear written notice shall be given for any meeting of the Shareholders of the Company. A meeting of the Shareholders may be called by shorter notice as provided under the Companies Act and with approval of the Investor. Every such notice convening a meeting of the Shareholders shall contain an agenda for the meeting identifying in sufficient detail, each business to be transacted at the general meeting together with all relevant documents in relation thereto. The items not specified in the agenda may be discussed at a meeting provided that (i) the item is not a Reserved Matter and (ii) the Investor

is present at such meeting. The quorum for a meeting of the Shareholders shall be in accordance with the Companies Act provided that the presence of the Investor shall be required throughout the meeting in case of the meetings dealing with Reserved Matters, unless otherwise agreed by the Investor. Unless the Investor prior to the meeting has informed in writing the Company of its assent in relation to the Reserved Matter, if the agenda at any meeting of the Shareholders includes any Reserved Matter, and if the Investor is not present at such meeting, then such item shall be deferred to an adjourned general meeting which shall be held not earlier than seven (7) Business Days thence from the date of the original meeting and the Company shall inform the Investor of such deference. If, after such adjournment, the Investor is not present on the revised date of the adjourned general meeting, the Shareholders shall be entitled to decide on the agenda matters (including Reserved Matters) without the requirement of consent of the Investor, unless the Investor has informed the Company of its dissent to such Reserved Matters prior to such meeting.

(7) Prior to the board of directors of a Target Company considering any resolutions in connection with a proposed transaction, each Shareholder shall cause the directors nominated and/or appointed by it to promptly advise the board of the relevant Target Company as to whether, so far as such director is aware, he or any of his Relatives or the Shareholder appointing and/or nominating such director, (or any of its Affiliates) has a conflict of interest in relation to the Target Company pursuing the opportunity in question, so that any such conflict may be appropriately managed. To the extent that a director or the Shareholder nominating and/or appointing such director does, or is likely to, have a conflict or potential conflict of interest, then, such director and any director nominated by that Shareholder shall abstain from voting, and shall not participate in discussions or count towards a quorum, on the matter in question.

134. INFORMATION RIGHTS:

The Company shall provide to the Investor such information as may be agreed between the Company and the Investor from time to time including such information to be provided by the Company to the Investor as per the agreement entered between the Company, the Promoter, the Investor and the Other Shareholders.

135. ANNUAL BUDGET:

(1) The Company and the Promoter shall procure that the Managing Director or the Chief Financial Officer of the Company provide the Investor by the last week of March of every year the annual budget of the Target Companies to be approved by the Board. The Board shall consider and approve the annual budget (with or without modifications) in the next Board meeting.

(2) The Company and the Promoter shall procure that any material change to the annual budget shall be forthwith informed to the Investor prior to such action.

136. RESERVED MATTERS:

(1) Subject to clause 22.2 of the agreement between the Company, the Promoter, the Investor and the Other Shareholders and except as otherwise provided in Articles 133(5) and (6), the Company and its Subsidiaries shall, the Promoter and the Other Shareholders shall procure that the Company and its Subsidiaries shall, take no action or decision relating to any of the Reserved Matters listed in Article 137 below (whether by the board of directors, any committee, the shareholders or any of the employees, officers or managers of the Company or any of its Subsidiaries) unless the Investor's prior written consent is obtained for such action or decision.

(2) The Company shall, and the Promoter shall procure that the Company shall, (i) take no action or decision relating to any material matter with respect to a Target Company which is outside the scope of the annual budget as per Article 135 of such Target Company (but which is not a Reserved Matter) unless such matter is tabled before, and discussed at, a meeting of the Board at which an action or decision in respect of such matter is proposed to be taken by the relevant Target Company; provided that, for the avoidance of doubt, no such matter shall require the mandatory consent of the Investor; and (ii) make any changes to the senior management, including without limitation the Chief Financial Officer (or any other officer occupying the same position) of the Company in consultation with the Investor provided that, for the avoidance of doubt, no such matter shall require the mandatory consent of the Investor.

137. LIST OF RESERVED MATTERS:

1. Altering the equity capital structure, of any Target Company/the business (or any instruments convertible or exchangeable into debt or equity securities, including a warrant or an option), including share buy-backs, returns of capital, share issuances, cancellations, sub- divisions, reclassifications, redemptions, reduction of capital or other similar transactions except for the purpose of a Buy-back or purchase of the Promoter Purchase Shares under clauses 6.1 and 6.2 of the agreement between the Company, the Promoter, the Investor and the Other Shareholders, respectively, or in relation to the sale and purchase of the 833,039 Equity Shares to the selling shareholder under the inter-se share Agreement.
2. Any amendment, supplement, modification or restatement of the Charter Documents of the Company (or the memorandum or articles of association of any Subsidiary).
3. Passing of a resolution or taking any steps for winding up, liquidation or dissolution of the Company or any Subsidiary, or enter any arrangement with its creditors, or for the appointment of a receiver or manager in respect of the assets of the Company or any Subsidiary.
4. Any arrangement, agreement or transaction between the Company or any Subsidiary with any director or shareholder of the Company or any Subsidiary or any of their Affiliates (each a *Related Party*) and any termination of or material amendment or waiver to any of the existing arrangements, agreements or transactions between the Company or any Subsidiary and a Related Party; provided that (i) all existing arrangements, agreements or transactions between the Company (or any Subsidiary) with a Related Party disclosed in the Disclosure Letter (in the absence of a material increase in value after the date of the original arrangement, agreement or transaction); and (ii) all transactions between the Company (or any Subsidiary) with any Related Party having a monetary value less than INR 10,000,000 per annum in the normal course of business and on a bona fide arm's length basis shall not be considered to be a Reserved Matter.
5. Material acquisitions or divestments of businesses where (i) the enterprise value of the entity proposed to be acquired or division or entity proposed to be divested exceeds INR 900,000,000; or (ii) in the case of an acquisition, the entity proposed to be acquired operated in an unrelated area of business.
6. Creation of any new subsidiaries which is not a wholly owned subsidiary of the Company or the relevant Subsidiary.
7. Any change in the branding or name of the Company or any of the Subsidiaries.
8. The Company or any Subsidiary entering into or commencing a new line or business which is not directly related to the existing business (i.e., manufacturing automotive components or other similar components), whether through a subsidiary, joint venture or otherwise, except for casting, forging and machining for other industries.
9. Issuance or grant by the Company or any Subsidiary of any form of Indebtedness or any material amendments to the terms of any existing loans, borrowings, or other Indebtedness in which the Company's net debt to EBITDA ratio increases to more than three (3) times.
10. Any solvent or insolvent merger, demerger, acquisition, amalgamation, consolidation or reconstruction of the assets or shares of the Company or any Subsidiary.
11. The replacement of the statutory or internal auditors or, any changes to the accounting policies or the accounting reference period of the Company or any Subsidiary other than as required by applicable Law.
12. Adoption by the Company or any Subsidiary of any management incentive plan which will involve the issue of equity shares (including, without limitation, an employee stock option plan).
13. Any creation, variation, termination or grant of awards with respect to any stock options plans of the Company or any Subsidiary.
14. Altering the Tax residency, structure or status of the Company or any Subsidiary.
15. Replacement of the Managing Director or any changes to the remuneration or commission paid to the Promoter or any remuneration or commission cumulatively exceeding INR Ten million (INR 10,000,000) proposed to be paid to the Other Shareholders.
16. Enter into any arrangement or contract or commitment to do any of the foregoing.

138. DEALINGS IN EQUITY SHARES:

(1) Null and Void Transfer:

Any Transfer or attempt to Transfer any Shares in violation of this Article 138 shall be null and void *ab initio*, and the Company shall not register such Transfer and shall reject any such Transfer made or attempted, *suo moto*, without necessity of the decision of the Board and the

Investor may institute proceedings for this purpose if required by applicable Law.

(2) Restrictions on Transfer:

(a) Notwithstanding anything contained in the agreement between the Company, the Promoter, the Other Shareholders and the Investor, the Promoter and the Other Shareholders agree and undertake, and the Company acknowledges, that without the prior written consent of the Investor, the Promoter and the Other Shareholders shall not, until the date of the IPO, Transfer their Shares or otherwise dilute their shareholding in the Company; provided that the Promoter and the Other Shareholders shall be entitled to freely Transfer their Shares in the Company inter se between themselves or to their respective Immediate Family Members (*Permitted Transferees*) without any restriction; provided that the Promoter shall at all times own not less than 51% of the equity share capital of the Company (i) in his personal capacity either in his individual name or directly through a wholly- owned holding entity, or (ii) as the family trustee of a trust settled by him. Provided that the Promoter shall not Transfer or pledge or encumber his shareholding in such holding company.

(b) The Promoter and the Other Shareholders shall not, without the prior written consent of the Investor, create any Encumbrances over their Shares held by them in the Company or in any Target Company. For the purpose of clarity, it is clarified that, subject to the Reserved Matters, the Company may Transfer its shares in its Subsidiaries and the Joint Venture Company as may be approved by the Board. Provided that the restrictions contained on Transfer of Shares by the Promoter and/ or the Other Shareholders shall not apply to a pledge created by the Promoter and/ or the Other Shareholders under, and in terms of, the promoter pledge letter-agreement executed between the Promoter, the Investor, the Other Shareholders and the Company and the creation of pledge on the Shares as set out in, and in terms of, the said promoter pledge letter-agreement and the Transfer of Shares as set out in, and in terms of, the said promoter pledge letter-agreement shall be valid and enforceable and shall deemed to be a Transfer permitted by these Articles. It being clarified that a Transfer of any such pledged Shares by the holder of the pledge shall be in terms of the said promoter pledge letter- agreement and shall be bound by terms of the Article 138(3) and Article 138(4) will not apply to such Transfer.

(c) Unless otherwise agreed to, in writing, between the Company and the Shareholders, the Investor agrees that it shall not at any time sell Shares it owns in the Company to companies competing with the Company in components for castings, transmissions, suspension and brakes doing business in India or to any auto and auto component companies doing business in India unless such sale has been agreed to by the Promoter and the Other Shareholders. This Article will apply until the earlier of:

(d) the date of the IPO,

(e) the sale to Third Party Purchaser (carried out in concurrence with Article 139(2)), or

(f) 31 March 2017 (or 31 March 2018 in case of extension as per Article 139(4)).

(g) For the avoidance of doubt, the Investor shall be entitled to Transfer its Shares within the Investor Group (excluding investee companies) at all times or to any other Person (except as provided in sub-Article (c) above) without any restrictions.

(3) Right of First Offer – Unless otherwise agreed to, in writing, by the Shareholders:

(a) Pursuant to receiving the Investor's prior written consent pursuant to Article 138(2), if any Promoter and the Other Shareholder (*Transferring Promoter*) proposes to Transfer his Shares to any Person (other than a Permitted Transferee) (*prospective transferee*) the Investor shall have a right of first offer (*Right of First Offer*) in respect of such proposed sale as provided in this Article 138(3)(a).

(b) Prior to selling any Shares to any prospective transferee, the Transferring Promoter shall deliver a written notice (*Offer Notice*) to the Investor, setting forth the number of Shares to be Transferred (*Subject Securities*).

(c) Within twenty-one (21) days of the receipt of the Offer Notice, the Investor may offer (the *Offer*) to purchase all, and not less than all, the Subject Securities, at a price specified by the Investor (*Offered Price*).

(d) Within a period of fifteen (15) days from receipt of intimation from the Investor of its Offer (under sub-Article (c) above), the Transferring Promoter may intimate acceptance of the Offer at the Offered Price, in which event the Transfer of the Subject Securities shall be completed within thirty (30) days of such acceptance.

(e) If the Investor declines to purchase the Subject Securities or does not respond to the Offer Notice within twenty-one (21) days of its receipt, then the Transferring Promoter may at any time within six (6) months following the Offer Notice, Transfer all the Subject Securities to any other prospective transferee at any price.

(f) If an Offer has been made under sub-Article (c) above and not accepted by the Transferring Promoter under sub-Article above, then the Transferring Promoter may at any time within six (6) months following the Offer Notice, Transfer all the Subject Securities to any other prospective transferee at any price above the Offered Price.

(g) If the Transferring Promoter Transfers the Subject Securities to the prospective transferee, then, the Transferring Promoter shall deliver to the Investor a certificate from an independent chartered accountant appointed by the Investor stating that the price at which the Transferring Promoter has sold the Subject Securities is more than the Offered Price. The Transferring Promoter shall provide all required information to such chartered accountant.

(h) The provisions of this Article 138 shall continue to apply to the Shares held by the Promoter and the Other Shareholders in the Company. If the sale of the Subject Securities to the prospective transferee is not so completed within six (6) months of the Offer Notice for any reason, then, the Investor consent under Article 138(2) and the Right of First Offer procedure under Article 138(3) shall again be followed prior to a sale of all or any of the Subject Securities to the same or another prospective transferee.

(4) Tag Along Rights - Unless otherwise agreed to, in writing, by the Shareholders:

(a) If the Transferring Promoter proposes to Transfer all or any of his Shares (*Transfer Shares*) to a prospective transferee other than a Permitted Transferee (*prospective transferee*), the Transferring Promoter shall, before Transferring any of his Shares to such prospective transferee, give notice in writing (*Transfer Notice*) to the Investor, giving the Investor the right (*Tag Along Right*) to require the prospective transferee to purchase a pro rata number of the Shares held by the Investor (such pro rata number of Shares, the *Tag Along Shares*) at the same price and on the same terms and conditions as the sale of the Transfer Shares by the Transferring Promoter to the prospective transferee. Notwithstanding anything contained in this Article, if the proposed Transfer by the Transferring Promoter would result in the Promoter and the Other Shareholders holding less than fifty-one percent (51%) of the Equity Shares (calculated on a fully diluted basis) in the Company, then, the Investor shall be entitled to a Tag Along Right of all the Shares then held by the Investor and at the same price and on the same terms and conditions as the sale of the Transfer Shares by the Transferring Promoter to the prospective transferee and the term 'Tag Along Shares' shall be construed to mean and include all the Shares then held by the Investor

(b) The Investor shall, within thirty (30) days of receipt of the Transfer Notice, notify the Transferring Promoter (*Tag Along Acceptance Notice*) in writing whether or not it elects to sell the Tag Along Shares pursuant to the Tag Along Right. If the Investor does not deliver a Tag Along Acceptance Notice to the Transferring Promoter within the specified period of thirty (30) days, then, the Investor shall be deemed to have declined to exercise his Tag Along Right. In the event of the Investor electing to sell the Tag Along Shares, the Tag Along Acceptance Notice shall constitute a binding agreement by the Investor to sell the Tag Along Shares to the prospective transferee in accordance with this Article 138(4). If the Investor delivers a Tag Along Acceptance Notice within the stipulated period mentioned above then, the Investor shall be obliged to sell and the Transferring Promoter shall be obliged to procure that simultaneously with the prospective transferee purchasing the Transfer Shares, the prospective transferee also purchases the Tag Along Shares for the same price and on the same terms and conditions of the sale of the Transfer Shares by the Transferring Promoter to the prospective transferee except that the Investor shall not, save and except for being required to provide warranties as to its title to the Tag Along Shares and its capacity to Transfer the Tag Along shares, be subject to any other obligations to the prospective transferee or be required to provide any other representations or warranties to the prospective transferee, and the Investor shall be entitled to receive the cash equivalent of any non-cash component of the Offer Price.

(c) The Transferring Promoter shall not be entitled to Transfer any of the Transfer Shares to any prospective transferee unless the prospective transferee simultaneously purchases and pays for the required number of Tag Along Shares in accordance with the provisions of the agreement between the Company, the Promoter, the Other Shareholders and the Investor.

(d) If completion of the sale and Transfer to the prospective transferee is not so completed within six (6) months period for any reason then, the Investor consent under Article 138(2), the Right of First Offer under Article 138(3) and the Tag Along Rights procedure under Article 138(4) shall again be followed prior to a sale of all or any of the Transfer Shares to the same or another prospective transferee.

(5) The Investor shall not be entitled to exercise the Tag Along Rights in Article 138(4) above once the Listing of the Company is completed, subject to the Promoter and the Other Shareholders holding not less than fifty-one percent (51%) of the equity share capital of the Company.

(6) Unless otherwise agreed to, in writing, between the Company and the Shareholders, upon any Transfer by the Promoter and the Other Shareholders (including to Permitted Transferees) in accordance with Article 138 of these Articles, the Promoter and the Other Shareholders shall cause the transferee to execute a deed of adherence as set out in Annexure 1 to the agreement between the Company, the Promoter, the Investor and the Other Shareholders.

139. EXIT PROVISIONS:

(1) Initial Public Offer:

(a) Unless otherwise agreed to, in writing, by the Company and the Shareholders, the Company shall, and the Promoter and the Other Shareholders shall procure that the Company shall, use its best efforts to achieve a Listing of the Company by carrying out an IPO during the eighteen (18) month period commencing on 31 December 2014 and ending on 30 June 2016 (the *Initial Period*), at a time when the capital markets are conducive to carrying out such an IPO. In such an event, the Promoter and the Other Shareholders and the Investor agree to exercise their respective voting rights in the Company, and to cause the Board, to take all actions required for the Company to undertake and complete such IPO and for the Equity Shares of the Company to be listed and registered for trading on the Exchanges, in accordance with the applicable Law. Upon the Company passing a resolution to undertake an IPO, the Promoter and the Other Shareholders and the Investor shall exercise their voting rights in the Company to ensure: (a) such amendments to the Charter Documents as are required for the IPO and consequent Listing; and (b) the issuance of such number of Equity Shares as are required to meet the minimum dilution requirements, if any, required under applicable Law. In the event the Company, the Promoter and the Other Shareholders fail to make the IPO in the Initial Period, the Company, the Promoter and the Other Shareholders shall immediately comply with the provisions dealing with sale to a third party in Article 139(2) below.

(b) The IPO shall satisfy each of the following conditions:

(i) the Equity Shares of the Company shall be listed or quoted on the National Stock Exchange of India Limited or the Bombay Stock Exchange Limited or an internationally recognised stock exchange or quotation system acceptable to the Investor (the *Exchanges*);

(ii) the IPO shall managed by reputable investment banking firms of recognised high standing in the market in which such Equity Shares are to be offered;

(iii) the IPO shall comply with all the requirements of applicable Law;

(iv) unless otherwise agreed to, in writing, by the Company and the Shareholders, the IPO shall provide the Investor the opportunity to sell all or some of its Shares, at its sole option. Provided however that in the event of an offer for sale, the Shareholders and/or the Company shall be obligated to offer not less than twenty percent (20%) of the fully diluted shareholding of the Company in the IPO with the Promoter and/or the Other Shareholders and/or Company on one hand and the Investor on the other hand obligated to offer half of its Shares of the Company; provided that the Investor shall not be obligated to offer more than ten percent (10%) of the pre- IPO shareholding of the Company in the IPO. The Promoter and the Other Shareholders or the Company shall be obligated to offer such higher percentage of the Shares of the Company as required for satisfying regulatory and listing requirements. The Investor recognises that its residual shareholding in the Company shall stand diluted in case of a fresh issue of Shares by the Company in the IPO.

(c) For the purposes of the IPO, no decision with respect to the issue price of the Equity Shares, and the terms and conditions of the appointment and engagement of the merchant banker, issue managers, underwriters and any other financial advisors and intermediaries shall be taken without the Investor's consent.

(d) The costs (including any fees, whether advisory or not) incurred for the IPO (IPO Cost) shall be borne by the Company and the selling shareholders (including the Investor) in proportion to the Equity Shares being offered at the IPO. Provided however that if applicable Law permits, the Investor share of IPO Cost shall be capped at twenty-five percent (25%) of the IPO Cost.

(e) The Promoter, the Other Shareholders and the Company undertake that subject to applicable Laws the Investor shall not be designated as a "promoter" nor shall any declaration or statement be made, either directly or indirectly, in filings with regulatory or Governmental authorities, offer documents or otherwise, with a view to ensure that the restrictions under the applicable Law, including without limitation under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, applicable to promoters do not apply to the Investor, who is a financial investor in, and is not a promoter of, the Company. Further, the Promoter and the Other Shareholders undertake that they shall comply with all obligations imposed under applicable Law including in relation to promoter's contribution. The Investor agrees that it shall comply with the obligations of lock-in as may be required under applicable law.

(f) If an IPO is proposed to be made and if the minimum paid- up equity share capital required at the relevant time for the purpose of Listing is more than the paid up equity share capital of the Company (inclusive of any additional Equity Shares to be issued through the IPO), then the Company shall, subject to the Investor's consent, issue such bonus shares and/or rights shares in respect of the then existing Equity Shares as are required to meet such Listing conditions.

(g) Without prejudice to the other rights of the Investor, the parties shall take all such steps, and extend all such co- operation to each other and to the lead managers, underwriters and others as may be required for the purpose of expeditiously making and completing an IPO.

(2) Sale to Third Party Purchaser - Unless otherwise agreed to, in writing, by the Company and the Shareholders:

(a) If the Listing has not been completed in the Initial Period, the Company, the Promoter and the Other Shareholders shall appoint an internationally reputed investment banker jointly chosen by the Company and the Investor and take such other steps as may be required to sell all the Shares of the Investor no later than 31 December 2016 (i.e. 6 months from 30 June 2016) to a financial investor or any other investor (the *Third Party Purchaser)* in a manner mutually acceptable to all parties; provided that (i) the Company shall issue in favour of the Third Party Purchaser fresh Equity Shares of at least between 2.5% to 5% of the then existing total equity share capital of the Company; (ii) the Company shall be liable to bear eighty-five percent (85%) of the aggregate costs (including any fees, whether advisory or not) incurred in respect of the investment by the Third Party Purchaser; and (iii) the Company shall provide warranties to the Third Party Purchaser which shall not be less favourable than the Warranties provided to the Investor under the agreement between the Company, the Promoter, the Other Shareholders and the Investor and the Company shall provide indemnities for such warranties in the manner akin to the indemnities provided to the Investor under the agreement between the Company, the Promoter, the Other Shareholders and the Investor. In case of a Transfer to a Third Party Purchaser in terms of Article 139(2), the Investor shall be obliged to Transfer all of its Shares.

(b) The Company shall in good faith negotiate with the Third Party Purchaser the rights which such Third Party Purchaser shall be entitled to in respect of the Target Companies. The Promoter and the Other Shareholders shall, in good faith, assist the

Company in such negotiations.

(3) Sale to the Company and/or the Promoter and the Other Shareholders:

(a) Subject to the provisions of applicable Law, if, (i) the Listing has not been completed in the Initial Period; and (ii) the sale of the Investor's Shares to a Third Party Purchaser has not been completed by 31 December 2016 as per Article 139(2), upon the Investor's written request, the Company shall be obligated to purchase all of the Investor's Shares no later than 28 February 2017 at a valuation determined by an internationally reputed investment banker selected jointly by the Company and the Investor; provided that the price per Share received by the Investor shall not be less than the Minimum Sale Price.

(b) In the event the Company is unable to purchase all the Investor's Shares for any reason whatsoever by 28 February 2017, then, the Promoter or the Other Shareholders shall be required and obligated to purchase all of the Investor's Shares on the same terms as mentioned above on or prior to 31 March 2017.

(4) Unless otherwise agreed to, in writing, by the Company and the Shareholders, notwithstanding anything contained in Articles 139(2) and 139(3), in the event the IPO is not completed by the Company, on or before 30 June 2016, solely on account of the Securities and Exchange Board of India (or the relevant regulator) refusing to approve the IPO due to any act or omission regarding the Nominee Director, then, and only then, the time periods mentioned in Article 139 shall stand extended by a period of 12 (twelve) months. It being clarified that none of the obligations of the Company and/ or the Promoter and the Other Shareholders are extinguished on account of such refusal or such time extension.

140. GENERAL PROVISIONS IN RELATION TO TRANSFERS:

The parties agree that the Transfer restrictions and conditions in the agreement between the Company, the Promoter, the Other Shareholders and the Investor and in the Charter Documents shall not be capable of being avoided by the holding of Shares indirectly through a company or other entity that can itself be sold or transferred in order to dispose of an interest in Shares free of such restrictions. Any Transfer, issuance or other disposal of any Shares (or other interest) resulting in any change in the control, directly or indirectly, of the Promoter and the Other Shareholders or the Investor, or of any Affiliate of any Promoter and the Other Shareholder or the Investor (as the case may be) which holds, directly or indirectly, any Shares in the Company, shall be treated as being a Transfer of the Shares held by the Promoter and the Other Shareholder or the Investor (respectively), and the provisions of the agreement between the Company, the Promoter, the Other Shareholders and the Investor that apply in respect of the Transfer of Shares shall thereupon apply in respect of the Shares so held.

141. OTHER COVENANTS:

(1) Dividend Policy:

The Board shall determine the dividend policy for the Target Companies in consultation with the Investor, taking into account the cash and funding requirements of the Target Companies.

(2) Related Party Transactions:

All agreements and transactions between the Company and any Person, related in any way to any of the Shareholders, including but not limited to any Connected Person, shall be entered into on an arms' length / market price basis.

(3) More favourable rights:

The Company shall not enter into any agreement, arrangement or understanding with any other shareholder or potential shareholder of the Company to grant such shareholder or potential shareholder any rights in the Company without the Investor's consent. Further, without prejudice to the other rights of the Investor herein, the Company, the Promoter and the Other Shareholders shall not provide any Person with any rights in relation to the Company which are more favourable than those provided to the Investor hereunder without the Investor's consent. For the avoidance of doubt, no rights granted by the Company or the Promoter and the Other Shareholders to any other Person shall in any manner impede or restrict the exercise of the rights of the Investor under the agreement between the Company, the Promoter, the Other Shareholders and the Investor to the fullest extent possible.

(4) Pre-emption Rights:

In the event that, at any time, the Company issues any Equity Shares (*Dilution Instrument*), the Investor shall be entitled to subscribe to such number of Dilution Instruments in proportion to its equity shareholding in the Company and shall also be entitled to subscribe to its pro rata number of Equity Shares held in the Company and to maintain its then existing ownership percentage in the Company.

The Investor shall be entitled to acquire the Dilution Instruments on the terms on which the Company proposes to issue the Dilution Instruments to any other Person.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been 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 filing of the Draft Red Herring Prospectus) which are deemed material were attached to the copy of the Red Herring Prospectus delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, were made available for inspection at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Offer Closing Date.

A. Material contracts for the Offer

1. Offer agreement dated July 5, 2016 amongst our Company, the Selling Shareholders and the Lead Managers.

2. Agreement dated July 5, 2016 amongst our Company, the Selling Shareholders and the Registrar to the Offer.

3. Escrow agreement dated September 21, 2016 amongst our Company, the Selling Shareholders, the Lead Managers, the Escrow Collection Bank, the Public Offer Account Bank, the Refund Bank and the Registrar to the Offer.

4. Share Escrow Agreement dated September 20, 2016 amongst our Company, the Selling Shareholders and the Escrow Agent.

5. Syndicate agreement dated September 22, 2016 amongst our Company, the Selling Shareholders, and the Lead Managers.

6. Underwriting agreement dated October 10, 2016 amongst our Company, the Selling Shareholders and the Underwriters.

B. Other material contracts in relation to our Company

1. Shareholders' Agreement entered into between our Company, Promoter, other shareholders namely Mr. Naresh Chandra, Mrs. Suman Jain, Naresh Chandra HUF, Anurang Jain HUF and Mrs. Varsha Jain and Actis dated December 19, 2011.

2. Waiver Letter dated June 30, 2016 executed under the Shareholders' Agreement dated December 19, 2011, between our Company, our Promoter, other Shareholders namely Mr. Naresh Chandra, Mrs. Suman Jain, Anurang Jain HUF, Mr. Rohan Jain and Mrs. Varsha Jain and Actis.

3. Scheme of amalgamation between our Company and Anurang Engineering Company Private Limited with effect from August 11, 2006.

4. Scheme of arrangement between our Company and Endurance Systems India Private Limited with effect from December 1, 2009, as amended.

5. Scheme of amalgamation between our Company and High Technology Transmission Systems (India) Private Limited with effect from February 10, 2014.

C. Material documents

1. Certified copies of the Memorandum and Articles of Association, as amended till date, certificates of incorporation of our Company dated December 27, 1999, December 6, 2000, August 11, 2006, July 9, 2010, January 18, 2012 and May 31, 2016.

2. Resolution of the Board dated June 10, 2016 approving the Offer.

3. Resolution of the shareholders passed at the extraordinary general meeting dated June 29, 2016 approving the Offer for Sale.

4. Resolution of the IPO Committee dated July 5, 2016 approving the Draft Red Herring Prospectus.

5. Resolution of the IPO Committee dated September 26, 2016 approving the Red Herring Prospectus.

6. Resolution of the IPO Committee dated October 10, 2016 approving the Prospectus.

7. Resolution of the board of directors of Actis dated June 30, 2016 authorising the offer of its component of the Offer for Sale.

8. The examination reports of the Auditors, Deloitte Haskins & Sells LLP, Chartered Accountants, dated August 26, 2016 on our Restated Financial Information included in this Prospectus.

9. The audit reports of the Auditors, Deloitte Haskins & Sells LLP, Chartered Accountants, dated August 26, 2016 in relation to our Company's Ind AS Financial Statements included in this Prospectus.

10. Memorandum of Agreement dated March 19, 2010 entered into between Anurang Jain, Tarang Jain, Naresh Chandra and Suman Jain in respect of the family arrangement.

11. The statement of tax benefits dated September 19, 2016 included in this Prospectus.

12. Copies of the annual reports of our Company for Fiscal 2016, Fiscal 2015, Fiscal 2014, Fiscal 2013 and Fiscal 2012.

13. Consent of our Directors, the Lead Managers, Syndicate Members, if any, Legal Counsel to our Company as to Indian law, Legal Counsel to the Lead Managers as to Indian law, Legal Counsel to the Lead Managers as to international law, Registrar to the Offer, Escrow Collection Bank, Bankers to our Company, Company Secretary and Vice President - Legal and Compliance Officer, lenders to our Company, and the Group Chief Financial Officer as referred to in their specific capacities.

14. Consent from Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors dated September 19, 2016 to being named as "experts" under the Companies Act, 2013.

15. Consent from CRISIL dated June 30, 2016 for being named as "experts" under the Companies Act, 2013.

16. In-principle listing approvals dated July 22, 2016 and July 14, 2016 from NSE and BSE, respectively.

17. Tripartite Agreement amongst NSDL, our Company and Registrar to the Offer, dated November 28, 2006.

18. Tripartite Agreement amongst CDSL, our Company and Registrar to the Offer, dated July 4, 2016.

19. Due diligence certificate dated July 5, 2016 to SEBI from the Lead Managers.

20. Valuation report dated July 28, 2009 in relation to the revaluation of tangible fixed assets of ESIPL.

21. Clarification letter no. CFD/DIL/BNS/AKD/2/942/2016 received from SEBI dated August 4, 2016.

22. SEBI observation letter no. SEBI/CFD/DIL-1/BNS/AKD/2016/25565/1 dated September 9, 2016.

23. Consent letter from Actis dated July 4, 2016 consenting to the inclusion of their component of the Offer for Sale.

24. Consent letter from the Promoter Selling Shareholder dated June 29, 2016 consenting to the inclusion of his component of the Offer for Sale.

25. Consent from the Auditors for inclusion of their names as the statutory auditors and of their reports on accounts in the form and context in which they appear in this Prospectus.

26. Board resolution dated February 25, 2016 and subsequently revised on April 14, 2016, and shareholder resolution and letter of re-appointment dated May 18, 2016 laying down the terms and conditions in relation to the appointment of Mr. Anurang Jain.

27. Board resolution dated June 6, 2014 and Shareholders' resolution of August 7, 2014 and Board resolution dated June 10, 2016 and Shareholders' resolution dated June 29, 2016 laying down the terms and conditions in relation to the appointment of Mr. Ramesh Gehaney.

28. Board resolution dated June 6, 2014 and Shareholders' resolution dated August 7, 2014 and Board resolution dated June 10, 2016 and Shareholders' resolution dated June 29, 2016 laying down the terms and conditions in relation to the appointment of Mr. Satrajit Ray.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with applicable laws.

DECLARATION

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act, and guidelines issued by the Government of India or the guidelines and regulations issued by SEBI, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA or the SEBI Act, or rules made thereunder or guidelines and regulations issued, as the case may be. We further certify that all statements in this Prospectus are true and correct.

Signed by the Directors of our Company

Mr. Naresh Chandra (Chairman and Non – Executive Director)	**Mr. Anurang Jain** (Managing Director)
Mr. Asanka Haren Edirimuni Rodrigo (Non – Executive Director)	**Mr. Partho Sarothy Datta** (Independent Director)
Mr. Soumendra Mohan Basu (Independent Director)	**Mr. Roberto Testore** (Independent Director)
Mr. Ramesh Gehaney (Executive Director and Chief Operating Officer)	**Mr. Satrajit Ray** (Executive Director and Group Chief Financial Officer)
Ms. Anjali Seth (Independent Director)	**Ms. Falguni Nayar** (Independent Director)

Signed by the Chief Financial Officer

Mr. Satrajit Ray

Date: October 10, 2016

Place: Aurangabad

DECLARATION BY MR. ANURANG JAIN

Mr. Anurang Jain confirms that all statements and undertakings made by him in this Prospectus about or in relation to himself and the Equity Shares being offered by him by way of the Offer for Sale are true and correct. Mr. Anurang Jain further certifies that, other than as stated in this Prospectus, all approvals and permissions, if any, required by him towards the Offer for Sale have been obtained, are currently valid and have been complied with.

Signed by the Selling Shareholder, Mr. Anurang Jain

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Date: October 10, 2016

Place: Aurangabad

DECLARATION BY ACTIS COMPONENTS AND SYSTEM INVESTMENTS LIMITED

Actis Components and System Investments Limited confirms that all statements and undertakings made or confirmed by it in this Prospectus in relation to itself and the Equity Shares being offered by it by way of the Offer for Sale are true and correct. Actis Components and System Investments Limited further certifies that other than as stated in this Prospectus, all approvals and permissions, if any, required by it towards the Offer for Sale have been obtained, are currently valid and have been complied with. Actis Components and System Investments Limited assumes no responsibility for any of the statements or undertakings made or confirmed by the Company or any other Selling Shareholder or any expert or any other persons in this Prospectus.

Signed by the Selling Shareholder, Actis Components and System Investments Limited

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Authorised Signatory

Name: Bhavana Banymandhub

Date: October 10, 2016

Place: Port Louis, Mauritius