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Prospectus  
Dated: June 05, 2023  
Please read section 26 and 32 of the Companies Act, 2013  
100% Book Built Issue



## SAHANA SYSTEM LIMITED

Corporate Identification Number: U72500GJ2020PLC112865

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahlanagar Ahmedabad-380015, Gujarat, India.	NA	Khushbu Ankitkumar Dalwadi, Company Secretary and Compliance Officer	<a href="mailto:cs@sahanasystem.com">cs@sahanasystem.com</a> & +91 79 4601 4490	<a href="http://www.sahanasystem.com">www.sahanasystem.com</a>
<b>NAME OF PROMOTER OF THE COMPANY</b>				
PRATIK KAKADIA				
<b>DETAILS OF ISSUE TO PUBLIC</b>				
Type	Fresh Issue Size	OFS* (by no. of share or by amount in ₹)	Total Size	Eligibility & Share Reservation among NII & RII
Fresh Issue	24,25,000 Equity Shares aggregating to ₹ 3,273.75 Lacs	Nil	₹ 3,273.75 Lacs	The Issue is being made pursuant to Regulation 229(1) of SEBI (ICDR) Regulations. For details of Share reservation among QIBs, NIIs and RIIs, see "Issue Structure" beginning on page 206.
<b>*OFS: Offer for Sale</b>				
<b>DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDERS - NA</b>				
<b>RISKS IN RELATION TO THE FIRST ISSUE</b>				
This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹10 each and the Floor Price and Cap Price are 13.2 times and 13.5 times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the Issue Price (as determined by our Company, in consultation with the BRLMs, in accordance with SEBI ICDR Regulations, and as stated in "Basis for Issue Price" beginning on page 85) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.				
<b>GENERAL RISK</b>				
Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 28 of this Prospectus.				
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Issue document contains all information with regard to the issuer and the Issue which is material in the context of the Issue, that the information contained in the issue document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
<b>LISTING</b>				
The Equity Shares of our Company issued through this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated April 27, 2023 from National Stock Exchange of India Limited for using its name in the Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.				
<b>BOOK RUNNING LEAD MANAGERS</b>				
DETAILS OF BOOK RUNNING LEAD MANAGERS		Contact Person	Telephone and Email	
	UNISTONE CAPITAL PRIVATE LIMITED	Mr. Brijesh Parekh	+91 98200 57533 <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a>	
	INTERACTIVE FINANCIAL SERVICES LIMITED	Mr. Pradip Sandhir	+91 79-46019796 <a href="mailto:mbd@ifinservices.in">mbd@ifinservices.in</a>	
<b>DETAILS OF REGISTRAR TO THE ISSUE</b>				
NAME OF REGISTRAR	CONTACT PERSON		TELEPHONE & E-MAIL	
PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED	Ms. Deepali Dhuri		+91 22-23010771/8261 <a href="mailto:support@purvashare.com">support@purvashare.com</a>	
<b>BID/ISSUE PERIOD</b>				
Bid/Issue Opens on <sup>(1)</sup> : Wednesday, May 31, 2023			Bid/Issue Closes on <sup>(2)</sup> : Friday, June 02, 2023	

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**SAHANA SYSTEM LIMITED**

**Corporate Identification Number: U72500GJ2020PLC112865**

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. Further, the name of the partnership firm was changed from “M/s Oceans Technologies” to “M/s Sahana System” on April 30, 2019, and the partnership firm was converted into Private Limited company under part 1 (Chapter XXI) of the Companies Act, 2013 and incorporated as ‘Sahana System Private Limited’ on February 20, 2020, pursuant to Certificate of Incorporation issued by RoC, Ahmedabad. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on March 31, 2022, and the name of our Company was changed to ‘Sahana System Limited’ and a Fresh Certificate of Incorporation dated April 5, 2022 was issued by RoC, Ahmedabad. The Corporate Identification Number of our Company is U72500GJ2020PLC112865. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled “General Information” and “History and Certain Corporate Matters” beginning on page 53 and 123 respectively of this Prospectus.

**Registered office:** 901-A-Block, Mondeal Square, Nr. Ison Elegance, S.G. Highway, Prahladnagar, Ahmedabad-380015.

**Tel:** +91-79-46014490; **E-mail:** [cs@sahanasystem.com](mailto:cs@sahanasystem.com); **Website:** [www.sahanasystem.com](http://www.sahanasystem.com);

**Contact Person:** Khushbu Ankitkumar Dalwadi, Company Secretary and Compliance Officer

**PROMOTER OF THE COMPANY: PRATIK RAMJIBHAI KAKADIA**

**INITIAL PUBLIC ISSUE OF 24,25,000\* EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF SAHANA SYSTEM LIMITED (“COMPANY”) FOR CASH AT A PRICE OF ₹ 135 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 125 PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO ₹ 3,273.75 LAKHS OF WHICH UP TO 1,25,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ 135 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 125 PER EQUITY SHARE AGGREGATING TO ₹ 168.75 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF 23,00,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AT A PRICE OF ₹ 135 PER EQUITY SHARE AGGREGATING TO ₹ 3,105 LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.33 % AND 28.76% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE ISSUE PRICE IS 13.5 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER) AND ALL EDITIONS OF JANSATTA (WHICH ARE WIDELY HINDI DAILY NEWSPAPER) AND GUJARAT EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”), “STOCK EXCHANGE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.**

*\*Subject to finalization of the basis of allotment.*

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 100 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 10.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”). Further, 5.00% of the QIB 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, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 45.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 45.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see “Issue Procedure” on page 210.

**RISK IN RELATION TO THE FIRST ISSUE**

**This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10.00. The Issue Price, Floor Price or the Price Band 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 nor regarding the price at which the Equity Shares will be traded after listing.**

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on Page 28 of this Prospectus.

**ISSUER’S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares issued through the Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange (“NSE EMERGE”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received In-Principal Approval letter dated April 27, 2023 from NSE for using its name in this offer document for listing of our shares on the EMERGE platform of NSE. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

**BOOK RUNNING LEAD MANAGERS**

**REGISTRAR TO THE ISSUE**

 <p><b>UNISTONE</b></p>		
<p><b>UNISTONE CAPITAL PRIVATE LIMITED</b> A/305, Dynasty Business Park, Andheri Kurla Road, Andheri East, Mumbai 400059, Maharashtra <b>Telephone:</b> +91 98200 57533 <b>Email:</b> <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a> <b>Website:</b> <a href="http://www.unistonecapital.com">www.unistonecapital.com</a> <b>Investor grievance email:</b> <a href="mailto:compliance@unistonecapital.com">compliance@unistonecapital.com</a> <b>Contact Person:</b> Mr. Brijesh Parekh <b>SEBI registration number:</b> INM000012449 <b>CIN:</b> U65999MH2019PTC330850</p>	<p><b>INTERACTIVE FINANCIAL SERVICES LIMITED</b> 612, 6th Floor, Shree Balaji Heights, Kokilaben Vyas Marg, Ellisbridge, Ahmedabad – 380 009, Gujarat, India <b>Telephone:.</b> +91 79-46019796 <b>Web Site:</b> <a href="http://www.ifinservices.in">www.ifinservices.in</a> <b>Email :</b> <a href="mailto:mbd@ifinservices.in">mbd@ifinservices.in</a> <b>Investor Grievance Email:</b> <a href="mailto:info@ifinservices.in">info@ifinservices.in</a> <b>Contact Person:</b> Mr. Pradip Sandhir <b>SEBI Reg. No.:</b> INM000012856 <b>CIN:</b> L65910GJ1994PLC023393</p>	<p><b>PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED</b> Unit No. 9, Ground Floor, Shiv Shakti Ind. Est, J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011, Maharashtra, India <b>Telephone:</b> +91 22-23010771/8261 <b>Email:</b> <a href="mailto:support@purvashare.com">support@purvashare.com</a> <b>Contact Person:</b> Ms. Deepali Dhuri <b>Website:</b> <a href="http://www.purvashare.com">www.purvashare.com</a> <b>SEBI Registration Number:</b> INR000001112 <b>CIN:</b> U67120MH1993PTC074079</p>

**BID/ISSUE PERIOD**

Bid/Issue Opens on<sup>(1)</sup>: Wednesday, May 31, 2023

Bid/Issue Closes on<sup>(2)</sup>: Friday, June 02, 2023

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**SECTION I – GENERAL  
DEFINITIONS AND ABBREVIATIONS**

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Prospectus, and references to any statute, regulation, rule, guidelines, circular, notification or clarification or policies will include any amendments or re-enactments thereto, from time to time.

Notwithstanding the foregoing, terms in “*Main Provisions of the Articles of Association*”, “*Statement of Possible Special Tax Benefits*”, “*Industry Overview*”, “*Basis for Issue Price*”, “*Key Regulations and Policies in India*”, “*Financial Information*”, “*Outstanding Litigation and Other Material Developments*” and “*Issue Procedure*”, Will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the Conventional or General Information Document (as defined below), the definitions given below shall prevail. The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the notified provisions of the Companies Act, 2013, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

**Conventional or General Terms**

<b>Terms</b>	<b>Description</b>
“SSL”, “Sahana”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Unless the context otherwise requires, refers to “Sahana System Limited”, (formerly known as Sahana System Private Limited) a Company originally incorporated under the Companies Act, 2013 vide a Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.
Our Promoter	The Promoter of our Company, namely, Pratik Kakadia.
Promoter Group	Such persons, entities and companies constituting our Promoter Group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <i>Our Promoter and Promoter Group</i> ” on page 141 of this Prospectus.

**Company Related Terms**

<b>Terms</b>	<b>Description</b>
AOA / Articles of Association	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations vide Board resolution dated May 09, 2022.
Auditor or Statutory Auditor	The statutory auditor of our Company, namely Rahul Mistri and Co., Chartered Accountants.
Bankers to our Company	Axis Bank Limited as disclosed in the section titled “ <i>General Information</i> ” beginning on page 53 of this Prospectus.
Board of Directors / the Board / our Board	The director(s) on our Board, as duly constituted from time to time, including any committee(s). For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 129 of this Prospectus.
Chairman	Chairman of the Board, as described in “ <i>Our Management</i> ” on page 129.

Terms	Description
Chief Financial Officer/ CFO	Chief Financial Officer of our Company being Jatinkumar Jogani.
CIN	Corporate Identification Number of our Company U72500GJ2020PLC112865
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company being Khushbu Ankitkumar Dalwadi.
Director(s)	The director(s) on our Board.
Equity Shares/Shares	Equity Shares of the Company of Face Value of ₹10 each unless otherwise specified in the context thereof.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform.
Independent Director	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number. In this case being: INE0LEX01011
Key Managerial Personnel/Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as described in section entitled “Our Management” on page 129 of this Prospectus.
MD or Managing Director	The Managing Director of our Company being Hetang Shah.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board at its meeting held on July 26, 2022, in accordance with the requirements of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations vide Board resolution dated May 09, 2022.
Non- Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being A. K. Ostwal & Co., Chartered Accountants.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar, Ahmedabad-380015, Gujarat.
Reserve Bank of	Reserve Bank of India constituted under the RBI Act

<b>Terms</b>	<b>Description</b>
India/RBI	
RoC / Registrar of Companies	Registrar of Companies, Ahmedabad, Gujarat located at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat.
“Restated Financial Statements” or “Restated Financial Information” or “Financial Information”	The restated Financial Statements of our Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the Institute of Chartered Accountants of India, as amended.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations/ICDR Regulations/Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including amendments, instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Foreign Venture Capital Investor) Regulations	Securities Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015 / SEBI Listing Regulations / Listing Regulations / SEBI (LODR) Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Stakeholders	The holders of the Equity Shares from time to time.
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations vide Board resolution dated May 09, 2022.
Stock Exchange	Unless the context requires otherwise, refers to, Emerge platform of National Stock Exchange of India Limited.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscribers to MOA	Initial Subscribers to the MOA & AOA being Pratik Kakadia and Shardaben Kakadia

### **Issue Related Terms**

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of the Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Prospectus.
Applications Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder
ASBA Bidder	Any prospective investor(s) / Bidder (s) in this Issue who apply(ies) through the ASBA process.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which will be considered as the application for Allotment in terms of the Prospectus and the Prospectus.
ASBA / Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.
Banker to the Issue/ Public Issue Bank/ Refund Banker	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Axis bank Limited.
Banker to the Issue Agreement	Agreement dated May 19, 2023, entered into amongst the Company, Book Running Lead Managers, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in “ <i>Issue Procedure</i> ” on page 210 of this Prospectus.
Bid	An indication to make an issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, pursuant to the submission of a Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bidder	Any investor who makes a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, which includes an ASBA Bidder.



<b>Terms</b>	<b>Description</b>
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Prospectus.
Bid Lot	1000 Equity Shares and in multiples of 1000 Equity Shares thereafter
Bid/ Issue Closing Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in All editions of the English national newspaper Financial Express, All editions of the Hindi national newspaper Jansatta, and Ahmedabad edition of the Gujarati Regional newspaper Financial Express, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in All editions of the English national newspaper Financial Express, All editions of the Hindi national newspaper Jansatta, and Ahmedabad edition of the Gujarati Regional newspaper Financial Express, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations
Bid/ Issue Period	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre 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 XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made.
Book Running Lead Managers or BRLMs	The Book Running Lead Managers to the Issue, namely Unistone Capital Private Limited (“Unistone”) and Interactive Financial Services Limited (“Interactive”)
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, i.e. ₹ 135 per Equity Share, above which the Issue Price and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	Agreement to be entered into and amongst our Company, the Registrar to the Issue, the Book Running Lead Managers, the Syndicate Members, the Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for <i>inter alia</i> , the appointment of the Sponsor Bank in accordance, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.

<b>Terms</b>	<b>Description</b>
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLMs, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	The Issue Price, as finalized by our Company, in consultation with the Book Running Lead Managers which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion, are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Issue Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account(s) or the Refund Account(s), as the case may be, in terms of the Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Issue.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stockbroker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [ <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ] or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE) (SME Platform of NSE i.e. NSE EMERGE)

<b>Terms</b>	<b>Description</b>
DP	Depository Participant
DP ID	Depository Participant's Identity.
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated January 28, 2023, filed with SEBI and Stock Exchange and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Issue, including the price at which the Equity Shares are issued and the size of the Issue, and includes any addenda or corrigenda thereto.
Eligible NRI(s)	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs 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 Prospectus constitutes an invitation to purchase the Equity shares issued thereby and accounts with SEBI registered qualified depository participants.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being Axis bank Limited.
First Bidder	The Bidder whose name shall be mentioned 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	The lower end of the Price Band, <i>i.e.</i> , ₹ 132 subject to any revision(s) thereto, at or above which will be finalized and below which no Bids, will be accepted and which shall not be less than the face value of the Equity Shares
Equity Shares	Equity Shares of our Company of face value ₹10 each.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Fresh Issue	Fresh issue of 24,25,000 Equity Shares aggregating to ₹ 3,273.75 lakhs to be issued by company pursuant to the Issue.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time.
Foreign Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
General Information Document/GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. <i>SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37</i> dated <i>March 17, 2020</i> and the circular no. <i>SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50</i> dated <i>March 30, 2020</i> , as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the website of the Stock Exchange and Book Running Lead Managers.
Gross Proceeds	The total Issue Proceeds to be raised pursuant to the Issue.

Terms	Description
Issue / Public Issue / Issue size/ Initial Public Issue / Initial Public Issue/ Initial Public Issuing / IPO	The issuance of 24,25,000 Equity Shares at ₹ 135 per Equity Share (including a share premium of ₹125 per Equity Share) aggregating to ₹ 3,273.75 lakhs by our Company.
Issue Agreement	The Agreement dated January 28, 2023, entered amongst our Company and the Book Running Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	₹ 135 per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers, in accordance with the Book Building Process on the Pricing Date and in terms of the Prospectus.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” page 75 of this Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and Emerge platform of National Stock Exchange of India Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is 1,000 and in multiples of 1,000 thereafter; subject to a minimum allotment of 1,000 Equity Shares to the successful applicants.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, Rikhav Securities Limited
Market Making Agreement	The Market Making Agreement dated May 19, 2023, between our Company and Market Maker
Market Maker Reservation Portion	The reserved portion 1,25,000 Equity Shares of ₹ 10 each at an Issue price of ₹ 135 each aggregating to ₹ 168.75 lakhs to be subscribed by Market Maker in this issue.
Minimum Promoter’s Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter’s contribution of 20% and locked in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) 23,00,000 equity Shares of ₹ 10 each at a price of ₹ 135 per Equity Share (the “Issue Price”), including a share premium of ₹ 125 per equity share aggregating to ₹ 3,105 Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Net Issue Proceeds and Issue expenses, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 75 of this Prospectus.
Non-Institutional Investors / Applicant	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs)
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible non-resident Indian, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India, or a Person of Indian Origin as defined under FEMA Regulations, as amended

<b>Terms</b>	<b>Description</b>
NSEIL/ NSE	National Stock Exchange of India Limited
NSE EMERGE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI ICDR Regulations.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, Overseas Corporate Body means and includes an entity defined in which not less than 60.00% clause (xi) of Regulation 2 of beneficial interest is irrevocably held by NRIs directly or indirectly and the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on October 3, 2003 and the date of the commencement of these Regulations and immediately prior to such date had taken benefits under the commencement was eligible to undertake transactions pursuant to the general permission granted to under the Regulations. OCBs under FEMA are not allowed to invest in this Issue.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalize the Issue Price.
Price Band	Price band of a minimum price of ₹ 132 per Equity Share (Floor Price) and the maximum Price of ₹ 135 per Equity Share (Cap Price) and includes revisions thereof, if any. The Cap Price shall be at least 105% of the Floor Price.  The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the Book Running Lead Managers, and will be advertised in All editions of the English national newspaper Financial Express, All editions of the Hindi national newspaper Jansatta, and Ahmedabad edition of the Gujarati Regional newspaper Financial Express, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchange for the purpose of uploading on their website.
Prospectus	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	The 'no-lien' and 'non-interest bearing' account to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Issue Account Bank(s) to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date.
QIB Portion	The portion of the Issue being not more than 10 % of the Issue or 2,30,000 Equity Shares, available for allocation to QIBs on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Qualified Foreign Investor/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the

<b>Terms</b>	<b>Description</b>
	Equity Shares will be issued and the size of the Issue, including any addenda or corrigenda thereto. The red herring prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part, of the Bid Amount shall be made.
Refund Bank(s)/ Refund Banker(s)	The Bankers to the Issue with whom the Refund Accounts will be opened, in this case being Axis Bank Limited.
Registered Brokers	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012, issued by SEBI.
Registrar/ Registrar to the Issue/ RTA/ RTI	Purva Sharegistry (India) Private Limited having its office at 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel (East), Mumbai-400011, Maharashtra, India.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/ RII	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portion	The portion of the Issue being not less than 45% of the Issue consisting of 10,35,000 Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price.
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012, issued by SEBI.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s)
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
Securities Law	In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time
SME Exchange/	The SME Platform of NSE i.e. NSE EMERGE for listing equity shares issued

<b>Terms</b>	<b>Description</b>
SME Platform	under Chapter IX of the SEBI ICDR Regulations.
Specified securities	The equity shares issued through this Red Herring Prospectus/ Prospectus.
Syndicate Agreement	Agreement to be entered into among the Company, the Book Running Lead Managers, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries (other than Book Running Lead Managers) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an syndicate member.
Syndicate or members of the Syndicate	Together, the Book Running Lead Managers and the Syndicate Members
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriters	Unistone Capital Private Limited
Underwriting Agreement	The Agreement dated May 19, 2023 entered between the Underwriter and our Company.
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, NIBs Bidding with an application size of more than ₹ 200,000 and up to ₹500,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism  Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UP ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Circulars	The SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019), SEBI circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 08, 2019), SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020), SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021), SEBI

Terms	Description
	circular no. (SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021), SEBI circular no. (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mandate Request	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time.
UPI Mechanism	The Application mechanism that may be used by an RII to make an Application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue.
UPPIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations.
Working Day	The days on which commercial banks in Mumbai and Ahmedabad are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

### Technical and industry related terms & abbreviations

Terms	Full Form
ADM	Application Development Management
Android	Mobile operating system
API	Application programming interface
AI	Artificial Intelligence
AWS	Amazon Web Services
BI	Business intelligence
BPA	Business Process Automation
BPM	Business Process management
BPO	Business Process Outsourcing
BSNL	Bharat Sanchar Nigam Limited
B2B	Business to Business
B2C	Business to Customers



<b>Terms</b>	<b>Full Form</b>
CBT	Computer Based Tools
C-DAC	Centre for Development of Advanced Computing
CMMI	Capability Maturity Model Integration
CPI	Consumer Price Index
DA	Data Analytics
DoS	Department of Space
ER&D	Engineering and R&D
EMDE	Emerging market and developing economies
ESC	Electronics & Computer Software Export Promotion Council
EV	Electric Vehicle
GBP	British Pound
ICRA	Investment Information and Credit Rating Agency of India Limited
ICT	Information & Communication Technologies
IEC	International Electrotechnical Commission
IoT	Internet Of Things
IOS	iPhone OS or iPhone Operating System
ISO	International Organization for Standardization
ISVs	Independent Software Vendors
IT	Information Technology
ITES	Information Technology Enabled Services
LED	Light Emitting Diode
NaBFID	National Bank for Financing Infrastructure and Development
Nasscom	National Association of Software and Service Companies
Niti	National Institute for Transforming India
NREDCAP	New & Renewable Energy Development Corporation of Andhra Pradesh Limited
OPD	Outsourced Product Development
OPM	Operating Profit Margin
PE-VC	Private Equity and Venture Capital
PrLI	Production Linked Incentive
QA	Quality Assurance
R&D	Research & Development
SAARC	South Asian Association for Regional Cooperation
SEZ	Special Economic Zone
STC	Strategic Technology Consulting
STPI	Software Technology Parks of India
T&M	Time & Material
US	United States
USP	Unique Selling Proposition
9MFY	Nine Month Financial Year

#### **Conventional and General Terms or Abbreviations**

<b>Abbreviation</b>	<b>Full Form</b>
A/c	Account
Act or Companies Act	The Companies Act, 1956, as amended from time to time and/ or the Companies Act, 2013, with the amendments thereto to the extent applicable.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981
ACIT	Assistant Commissioner of Income Tax
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
AMT	Amount

<b>Abbreviation</b>	<b>Full Form</b>
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. Com	Bachelor of Commerce
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited (formerly known as the Bombay Stock Exchange Limited)
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary and Compliance Officer
CFO	Chief Financial Officer
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
Category I foreign portfolio investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations
Category II foreign portfolio investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations
Category III foreign portfolio investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations
Companies Act/ Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.

<b>Abbreviation</b>	<b>Full Form</b>
FCNR Account	Foreign Currency Non-Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
Foreign Portfolio Investor or FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR	Indian National Rupee
IIP	Index of Industrial Production
Income Tax Act or the I.T. Act	The Income Tax Act, 1961
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial Public Issue
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
INR / Rs./ Rupees/₹	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology

<b>Abbreviation</b>	<b>Full Form</b>
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
NA	Not Applicable
Net-worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non-Resident Indians
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Prospectus
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
P.A.	Per Annum
PF	Provident Fund
PG	Post-Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Quarter	A period of 3 (three) continuous months.
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934.
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.

Abbreviation	Full Form
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited (SME Segment).
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
w.e.f.	With effect from
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
-, ()	Represent outflow

Notwithstanding the following:

In the section titled “*Main Provisions of the Articles of Association*” beginning on page 249 of the Prospectus, defined terms shall have the meaning given to such terms in that section.

In the section titled “*Financial Information*” beginning on page 147 of the Prospectus, defined terms shall have the meaning given to such terms in that section;

In the Chapter titled “*Statement of Possible Special Tax Benefits*” beginning on page 91 of the Prospectus, defined terms shall have the same meaning given to such terms in that chapter.

In the section titled “*Risk Factors*” beginning on page 28 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

In the chapter titled “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 168 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.

## **CERTAIN CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION AND MARKET DATA**

### **Certain Conventions**

All references to “India” in this Prospectus are to the Republic of India and its territories and possession and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

All references to the “US”, “U.S.” “USA” or “United States” are to the United States of America and its territories and possessions.

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

### **Financial Data**

Unless the context otherwise requires or indicates, the financial information (including financial ratios) and any percentage amounts (excluding certain operational metrics), as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 28, 103 and 168, respectively, and elsewhere in this Prospectus have been derived from our Restated Financial Statements.

The restated Financial Statements of our Company, as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the “Guidance Note”), comprising the restated statement of assets and liabilities for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement as at for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, the summary statement of significant accounting policies, and other explanatory information.

For further information on our Company’s financial information, see “*Financial Statements*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 147 and 168, respectively.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that calendar year. Reference in this Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. 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.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements

prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information*” beginning on page 147 of this Prospectus.

For additional definitions used in this Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 249 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Currency and Units of Presentation**

All references to:

- “Rupees” or “INR” or “Rs.” Or “₹” are to the Indian Rupee, the official currency of India;
- “USD” or “US\$” or “\$” or “U.S. Dollar” are to the United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Prospectus in “*Lakhs*” units. One Lakh represents 1,00,000. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout the Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the BRLMs or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources. In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Issue Price*” on page 85 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLMs, have independently verified such information.



## FORWARD LOOKING STATEMENTS

This Prospectus contains certain statements which are not statements of historical fact and may be described as “*forward-looking statements*”. These forward-looking statements include statements which can generally be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “propose”, “will continue”, “seek to”, “will achieve”, “will likely”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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 industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities, investments, or the industry in which we operate, 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 the industry in which we operate and incidents of any natural calamities and/or acts of violence. Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

1. One of the Objects of the issue is for installation of EV charging station in which promoter has no experience;
2. We may be unable to procure confirmed order from New & Renewable Energy Development Corporation of Andhra Pradesh Limited (NREDCAP) for the purpose for which funds are being raised from this Issue.
3. We are a company with limited operating history, and therefore investors may not be able to assess our prospects on the basis of historical results.
4. Our business is dependent on developing and maintaining continuing relationships with our clients and customers. The loss of any significant client or customer could have a material adverse effect on our business, financial condition and results of operations.
5. Failure to compete effectively against our competitors and new entrants in the industry in which we currently operate and the industry in which we intend to operate may adversely affect our business, financial condition and results of operations.
6. The Company is dependent on few numbers of customers for its sales. Loss of any of these large customers will significantly affect our revenues and profitability;

Forward-looking statements reflect the current views of our Company as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs, assumptions, current plans, estimates and expectations, 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.

Neither our Company, our Directors, our Promoter, the Book Running Lead Managers, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Issue from the date of this Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II – SUMMARY OF OFFER DOCUMENT

### PRIMARY BUSINESS OF THE COMPANY

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services. Some of the industries we cater to includes healthcare, surveillance, retail, education / e learning, restaurants, banking, media & entertainment and fintech. We are also engaged in the trading of hardware instruments related to Franking Machines / Computers / LED / Laptops. So far, we have been successful in getting repeated order from our clients.

For detailed information on our business activities, please refer to section titled “*Our Business*” on page 103 of this Prospectus.

### SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

For detailed information on Industry, please refer to section titled “*Industry Overview*” on page 94 of this Prospectus.

### NAME OF THE PROMOTER

The Promoter of our Company is Pratik Kakadia. For detailed information on our Promoter and Promoter Group, please refer to section titled “*Our Promoter and Promoter Group*” on page 141 of this Prospectus.

### SIZE OF THE ISSUE

Public issue 24,25,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹ 135/-per equity share including a share premium of ₹ 125/- per equity share (the “**Issue Price**”) aggregating to ₹ 3,273.75 Lakhs (“**the Issue**”)

### OBJECTS OF THE ISSUE

Our Company proposes to utilize the proceeds from the Fresh Issue towards funding the following objects and achievethe benefits of listing on EMERGE platform of National Stock Exchange of India Limited:

Sr. No.	Particulars	(₹ in Lacs)
1	To meet the working capital requirements	650.00
2	Installation of EV charging Station	1,445.41
3	General Corporate Purposes	655.34

For detailed information on the “*Objects of the issue*”, please refer on page 75 of this Prospectus.

## AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTER AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY

Aggregate Pre-Issue Shareholding of the Promoter & Promoter Group are as follows:

Particulars	Pre-Issue	
	Number of Equity Shares	Percentage (%) holding
<b>Promoter</b>		
Pratik Kakadia	43,91,805	78.83%
<b>Total (A)</b>	<b>43,91,805</b>	<b>78.83%</b>
<b>Promoter Group</b>		
Shardaben Kakadia	3,29,530	5.91%
Ramajibhai Kakadia	66,830	1.20%
Hetal Patel	2,39,967	4.31%
<b>Total (B)</b>	<b>6,36,327</b>	<b>11.42%</b>
<b>Total (A+B)</b>	<b>50,28,132</b>	<b>90.25%</b>

For detailed information on the “*Capital Structure*”, please refer on page 64 of this Prospectus.

## FINANCIAL DETAILS

The table below sets forth a summary of the Restated Financial Statements for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021:

Sr No.	Particulars	(Amount in Lacs except per share data)		
		For the year ended on		
		March 31, 2023	March 31, 2022	March 31, 2021
1	Share Capital	557.15	309.53	1.00
2	Net worth	1,079.71	452.06	17.44
3	Revenue from operations	2,414.23	1,217.39	331.47
4	Profit After Tax	639.64	141.18	16.44
7	Basic Earnings Per Share (Post Bonus Issue)	11.48	2.54	0.30
8	Diluted Earnings Per Share (Post Bonus Issue)	11.48	2.54	0.30
9	NAV per Equity Shares (Post Bonus Issue)	19.38	8.15	0.31
10	Total Borrowings (as per Restated)	477.04	512.59	723.25

For detailed information on the “*Restated Financial Information*”, please refer on page 147 of this Prospectus.

## AUDITORS’ QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

There were no auditor qualifications which required corrective adjustments, and which have not been given effect to in the Restated Financial Information.

## OUTSTANDING LITIGATIONS

A summary of outstanding litigation proceedings involving our Company, Directors, Promoter and Group Company as on the date of this Prospectus is provided below:

(₹ in Lakhs)

Sr. No.	Outstanding Litigations	Number of Cases	Financial implications to the extent quantifiable (₹ in Lacs)
1.	Filed against our Company	-	-
2.	Filed by our Company	-	-
3.	Filed against our Promoter	1	5.14
4.	Filed by our Promoter	2	87.39
5.	Filed against our Directors	1	Not ascertainable
6.	Filed by our Directors	-	-
7.	Filed against our Group Company	-	-
8.	Filed by our Group Company	-	-

For detailed information on the “*Outstanding Litigations*”, please refer to section titled “*Outstanding Litigations and Material Developments*” on page 176 of this Prospectus.

## RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page 28 of this Prospectus.

## CONTINGENT LIABILITIES

There are no Contingent Liabilities of the Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.

## RELATED PARTY TRANSACTIONS

The following transactions were carried out with the related parties in the ordinary course of business (except reimbursement of actual expenses):

(Amt. ₹ in Lakhs)				
Particulars	Relation	2022-23	2021-22	2020-2021
<b><i>Unsecured Loan (Opening Balance)</i></b>				
Pratik Kakadia	Promoter & Promoter Group	69.13	195.29	110.13
Shardaben Kakadiya	Promoter & Promoter Group	13.31	-	99.78
Ramjibhai Kakadia	Promoter & Promoter Group	0.00	-	-
Hetal Patel	Promoter & Promoter Group	3.02	-	-
Bartek Enterprise	Promoter & Promoter Group	3.60	-	-
Dipak Patel	Director (Other than Promoter)	0.01	6.85	-
<b><i>Unsecured Loan Accepted</i></b>				

<b>Particulars</b>	<b>Relation</b>	<b>2022-23</b>	<b>2021-22</b>	<b>2020-2021</b>
Pratik Kakadia	Promoter & Promoter Group	85.82	118.18	85.16
Shardaben Kakadiya	Promoter & Promoter Group	11.39	37.96	-
Ramjibhai Kakadia	Promoter & Promoter Group	-	5.00	-
Hetal Patel	Promoter & Promoter Group	129.20	20.97	-
Bartek Enterprise	Promoter & Promoter Group	52.18	3.60	-
Dipak Patel	Director (Other than Promoter)	2.83	23.55	6.85
<b><i>Unsecured Loan Repayment &amp; Converted in Share Capital</i></b>				
Pratik Kakadia	Promoter & Promoter Group	81.25	244.33	-
Shardaben Kakadiya	Promoter & Promoter Group	19.70	24.65	99.78
Ramjibhai Kakadia	Promoter & Promoter Group	-	5.00	-
Hetal Patel	Promoter & Promoter Group	86.24	17.95	-
Bartek Enterprise	Promoter & Promoter Group	5.89	-	-
Dipak Patel	Director (Other than Promoter)	2.84	30.38	-

For detailed information on the related party transactions executed by our Company, please refer “Annexure-J” under chapter titled “Restated Financial Statements” beginning on page 147 of this Prospectus.

## **FINANCING ARRANGEMENTS**

The Promoter, members of the Promoter Group, the directors of our Promoter, the directors of the issuer and their relatives have not financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

## **WEIGHTED AVERAGE PRICE & AVERAGE COST OF ACQUISITION**

### **Weighted average price:**

Weighted average price at which the Equity Shares were acquired by our Promoter in the last one year:

Sr. No	Name of Promoter	No. of Equity Shares acquired in the last one year from the date of this Prospectus	Weighted Average Price (in ₹ per equity share)
1.	Pratik Kakadia	19,51,914	Nil

#### Average Cost of Acquisitions of Shares

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

Sr. No	Name of Promoter	No. of Equity Shares	Average cost of Acquisition Price (in ₹ per equity share)
1.	Pratik Kakadia	43,91,805	4.99

#### PRE-IPO PLACEMENT

Our Company has not issued any equity shares as pre-IPO placement as on the date of this Prospectus except as mentioned in the Chapter titled “*Capital Structure*” on page 64 of this Prospectus.

Also, our Company does not contemplate any pre-IPO placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

#### ISSUE OF SHARE FOR CONSIDERATION OTHER THAN CASH IN LAST ONE YEAR

Details of equity shares for consideration other than cash issued during the last one year is mentioned below, for further details please see Chapter titled “*Capital Structure*” on page 64 of this Prospectus.

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Benefits accrued to our Company	Nature of allotment	Name of allottees
September 09, 2022	24,76,219	10	NA	Other than Cash	Bonus Issue	<ol style="list-style-type: none"> <li>Pratik Kakadia</li> <li>Dipak Patel</li> <li>Shardaben Kakadia</li> <li>Hetal Patel</li> <li>Ramajibhai Kakadia</li> <li>Trupesh Radadiya</li> <li>Ketan Kathiriya</li> </ol>

#### SPLIT / CONSOLIDATION

Our Company has not split/consolidated equity shares during the last one year immediately preceding the date of filing this Prospectus except as mentioned in the Chapter titled “*Capital Structure*” on page 64 of this Prospectus.

#### EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAW, IF ANY, GRANTED BY SEBI

Our Company has not received any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Prospectus.

## SECTION III – RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in this Prospectus, particularly the “*Financial Information*” and related notes, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on page 147, 103 and 168 respectively of this Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate, and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition, and prospects.

This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

### **Materiality:**

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

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

### **Note:**

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “*Risk Factors*” on page 28 and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on page 168 of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “*Restated Financial Statements*”.

### **Internal Risk Factors**

1. ***One of the Objects of the issue is for installation of EV charging station in which promoter has no experience:***



The Company is going to utilize ₹ 1,445.41 lakhs out of the net proceeds for installation of EV charging Station in which promoter has no experience. Our company intends to venture in to the new and emerging field of installation and operation of EV Charging Station. Our company vide letter dated April 19, 2022 issued by New & Renewable Energy Development Corporation of Andhra Pradesh Limited (NREDCAP), a State Government – ISO 9001:2015 has been provisionally empanelled for development of charging infrastructure for the year 2022-23. However, our promoter has no prior experience in the field of installation, operation and maintenance of the EV charging Station. If the Company is not able to implement successfully the EV charging station project, this may adversely affect our business, results of operations and financial condition of our company. For further details, please refer chapter “Objects of the Issue” on page 75 of this Prospectus.

**2. We may be unable to procure confirmed order from New & Renewable Energy Development Corporation of Andhra Pradesh Limited (NREDCAP) for the purpose for which funds are being raised from this Issue.**

Our company vide letter dated April 19, 2022, issued by New & Renewable Energy Development Corporation of Andhra Pradesh Limited (NREDCAP), a State Government – ISO 9001:2015 has been provisionally empanelled for development of charging infrastructure for the year 2022-23. Pursuant to this letter, we have to conduct a feasibility study for various locations identified by NREDCAP. Upon successfully completion of feasibility study, our company will inform NREDCAP of our intention to set the EV charging station at a location of our choice. Subsequently, a tripartite agreement will be signed between our company, NREDCAP and land owner and thereafter process of setting EV charging station will commence. However, as on the date of this Prospectus, we have signed one tripartite agreement with NREDCAP.

**3. There are certain outstanding legal proceedings involving our Company, Promoter and Director, an adverse outcome of which may adversely affect our business, reputation and results of operations.**

As on the date of this Prospectus, there are certain outstanding legal proceedings involving our Company, Promoter and Director. The details of these legal proceeding are given below in the following table:

Sr. No.	Outstanding Litigations	Number of Cases	Financial implications to the extent quantifiable (₹ in Lacs)
1.	Filed against our Company	-	-
2.	Filed by our Company	-	-
3.	Filed against our Promoter	1	5.14
4.	Filed by our Promoter	2	87.39
5.	Filed against our Directors	1	Not ascertainable
6.	Filed by our Directors	-	-
7.	Filed against our Group Company	-	-
8.	Filed by our Group Company	-	-

We cannot assure you that any of these matters will be decided in our favour or in favour of our, Promoter, Directors, or that no additional liability will arise out of these proceedings. Such proceedings could divert management time and attention and consume financial resources in their defence or prosecution. Further, an adverse judgment in any of these proceedings, individually or in the aggregate could adversely affect our business, reputation and cash flows. For further details, please see “Outstanding Litigation and Material Developments” on page 176 of this Prospectus.

**4. We do not own the premises in which our registered office is located and the same is on leave and license arrangement. Any termination of such lease / license and / or non-renewal thereof could adversely affect our operations.**

We do not own our Registered Office premise situated at 901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar, Ahmedabad, Gujarat-380015 and is on lease and license basis taken from Ami Anil Desai (Legal heir of Anil Naranbhai Desai) for a period of 11 months commencing from January 08, 2023. We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. We also cannot assure you that we will be permitted to use our leased property on a continuous basis. If we are required to vacate the aforementioned premises, we would be required to make new arrangements for our registered office and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations and/or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

***5. Our Restated Financial Statements are Prepared and Signed by the Peer Review Auditors who is not Statutory Auditors of our Company as required under the provisions of ICDR:***

Our Restated Financial Statements are prepared and signed by M/s. A. K. Ostwal & Co., the Peer Review Auditor who is not the Statutory Auditor of the company. As per the requirement of clause (11)(A)(e) of Schedule VI of SEBI ICDR 2018, the last Audited Balance sheet of March 31, 2022 and March 31, 2023, was re-audited by the Peer Review Auditor. The Company will appoint the Chartered Accountant holding Peer Review Certificate as Statutory Auditor in the Annual General Meeting of the Company.

***6. We are a company with limited operating history, and therefore investors may not be able to assess our prospects on the basis of historical results.***

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. The partnership firm was converted into Private Limited company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Sahana System Private Limited vide Certificate of Incorporation dated February 20, 2020, issued by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs. Subsequently, the company was converted into Public Limited company pursuant through a special resolution passed by our shareholders at the extra ordinary general meeting held on March 31, 2022, and the name of our Company was changed to “Sahana System Limited” and a fresh certificate of incorporation issued by the Registrar of Companies, Ahmedabad dated April 05, 2022. As we do not have significant operating and financial history, it may be difficult to evaluate our current or future prospects on the basis of historical results and performance. Our past performance should not be construed as an indication of our future performance. For details regarding business and financial Information, please refer chapter titled “Our Business” and “Restated Financial Statements” on page 103 and 147 respectively of this Prospectus.

***7. Our business requires us to obtain and renew certain registrations, licenses, approvals, NOCs and permits in the ordinary course of our business. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.***

We are required to obtain and maintain a number of statutory and regulatory licences, registrations, permits and approvals, generally for carrying out our business. In addition, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek new approvals, licenses, registrations and permits from time to time, as and when required in the ordinary course of our business. Obtaining licences, registrations, permits and approvals or their renewals are time consuming processes and are subject to frequent delays. We have obtained licenses, registrations, permits and approvals from the relevant authorities and are renewing such statutory approvals periodically for our business.

Further, pursuant to conversion after complying with the relevant and the applicable provisions and procedures of Companies Act, 2013, the name of our company was changed. Many of the Licenses and approvals are in the old name, the same are required to be updated / changed with various government / semi government authorities and various organizations. We are in the process of taking necessary steps

for transferring the approvals in the new name of our Company. There can be no assurance that the relevant authorities will renew or issue any of such permits or approvals in the time-frame anticipated by us or at all. Any failure to apply for and obtain the required approvals, licenses, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licenses, registrations and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and future prospects of the Company. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to the same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations.

Compliance with many of the regulations applicable to our operations may involve incurring significant costs and otherwise may impose restrictions on our operations. We cannot assure you that we will not be subject to any adverse regulatory action in the future. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of the terms and conditions stipulated under any of our licenses or permits, one or several of our licenses and certificates may be suspended or cancelled and we shall not be able to carry on the activities permitted thereunder.

For more information about the licenses required in our business, please refer chapter “*Government and other statutory approvals*” beginning on page 180 of this Prospectus.

***8. Our business is dependent on developing and maintaining continuing relationships with our clients and customers. The loss of any significant client or customer could have a material adverse effect on our business, financial condition and results of operations.***

Although, we generally do not enter into long-term contracts with our customers, our business is dependent on developing and maintaining a continuing relationship with our key clients and customers. In the event of a significant decline in the demand for our products or services by our key clients, our business, results of operations and financial condition may be materially and adversely affected. There can be no assurance that we will be able to maintain the historic levels of business from these clients and customers or that we will be able to replace these clients in case we lose any of them.

***9. Failure to compete effectively against our competitors and new entrants in the industry in which we currently operate and the industry in which we intend to operate may adversely affect our business, financial condition and results of operations.***

We are currently engaged in offering IT related services and trading of hardware instruments. We also intend to enter into Electric Vehicle industry by installing EV charging station at various locations in the state of Andhra Pradesh. We face competition in both the industry in which we currently operate and the industry in which we intend to operate. Our competitors may have substantially greater financial, management, research and marketing resources than we have as a result of which they may be able to utilise their resources and economies of scale to develop improved products, divert sales away from us by winning broader contracts or hire our employees by offering more lucrative compensation packages. Our competitors may be able to provide our customers, with different or greater capabilities or benefits than we can provide in areas such as technology, technical qualifications, post contract performance, price and availability of key professional personnel. Our failure to compete effectively with respect to any of these or other factors could have a material adverse effect on our business, prospects, financial condition or operating results. In such a scenario, we may find difficulties in maintaining our position in the market. To remain competitive, we must consistently provide innovative products and services with superior performance and capability to our customers, advanced technology solutions and service at an affordable cost. Our inability to successfully do so could have a material adverse effect on our business, prospects, financial condition and / or operating results.

***10. One of our Promoter Group Member, Nilamben Kakadiya is a wilful Defaulter.***

Nilamben Ramjibhai Kakadiya is a sister of our promoter Pratik Kakadia and hence falls under our promoter group. She had raised loan from Oriental Bank of Commerce (Oriental Bank of Commerce subsequently merged into Punjab National Bank) in August 2014 for her family business purpose amounting to ₹ 80.00 lakhs. Subsequently, she was not able to service the loan on time as their business was facing financial difficulties. Due to this, a suit has been filed by Punjab National Bank for ₹ 32.53 lakhs. Currently, she is working to settle the outstanding loan of PNB. As she is part of promoter group this matter may affect our Promoter or Our Company.

***11. If we fail to innovate in response to changing customer needs and adopt and develop new technologies, or adapt to evolving industry standards, our business, financial condition, and results of operations could be adversely affected.***

We are engaged in an industry characterized by rapid technological innovation, evolving industry standards, frequent new service introductions and changing customer demands. If we are unable to keep pace with rapidly evolving customer requirements, or if new technologies emerge that are able to deliver competitive products at lower prices, more efficiently, more conveniently, or more securely than our business, financial condition, and results of operations could be adversely affected.

***12. Our product and services expose us to numerous risks, including sometimes conflicting legal and regulatory requirements, and violation of these regulations could adversely our business and results of operations.***

We have our customer network spread across geographies. As we continue to expand internationally, we are subject to compliance of numerous laws and regulations in other countries. Non-compliance with these regulations in the conduct of our business could result in termination of client contracts, fines, penalties, criminal actions against us or our officers, disgorgement of profits, prohibitions on doing business and may have an adverse impact on our reputation. Gaps in compliance with these regulations in connection with the performance of our obligations to our clients could also result in exposure to monetary damages, fines and / or criminal prosecution, unfavourable publicity, restrictions on our ability to process information and allegations by our clients that we have not performed our contractual obligations. Many countries also seek to regulate the actions that companies take outside of their respective jurisdictions, subjecting us to multiple and sometimes competing legal frameworks in addition to our home country rules. Due to the varying degree of development of the legal systems of the countries in which we operate, local laws might be insufficient to defend us and preserve our rights. We could also be subject to risks to our reputation and regulatory action on account of any unethical acts by any of our employees, partners or other related individuals. In addition, changes in regulations could increase our costs and could potentially prevent us from delivering our product and services and solutions in a cost-efficient manner.

***13. In past, there have been instances of delay in filing of certain forms under companies act with registrar of companies.***

In the past, there have been certain instances of delays in filing statutory forms such as MGT-14, AOC-4 and DIR-12, as per the reporting requirements under the Companies Act, which have been subsequently filed by payment of an additional fee as specified by RoC. No show-cause notice in respect to the above has been received by our Company till date and except as stated in this Prospectus, no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position of our company.

***14. The Company is dependent on few numbers of customers for its sales. Loss of any of these large customers will significantly affect our revenues and profitability.***

Our top ten customers contribute to 82.00%, 91.46% and 74.33% of our revenue from operations for the financial year ended Financial Year 2023, Financial Year 2022, and Financial Year 2021 respectively. The loss of a significant client would have a material adverse effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them. Furthermore, major events affecting our clients, such as bankruptcy, change of management, mergers and acquisitions could adversely impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, adversely impacting our financial condition and profitability.

***15. Data networks are vulnerable to attacks, unauthorised access and disruptions. Losses or liabilities that are incurred as a result of any of the foregoing could materially adversely affect our business, financial condition and results of operations.***

Data networks are also vulnerable to attacks, unauthorised access and disruptions. For example, in a number of public networks, hackers have bypassed firewalls and misappropriated confidential information, including personally identifiable information. It is possible that, despite existing safeguards, an employee could misappropriate our customers' proprietary information or data, exposing us to a risk of loss or litigation and possible liability. Our computer networks may be vulnerable to unauthorised access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by third parties or employees. Although we have not experienced such attacks in the past, we cannot assure you that our security systems in place can prevent any such attacks in the future or that we will be able to handle such attacks effectively. A hacker who circumvents security measures could misappropriate proprietary information, including personally identifiable information, or cause interruptions or malfunctions in our operations. Further, computer attacks or disruptions may jeopardise the security of information stored in and transmitted through our computer systems. Actual or perceived concerns that our systems may be vulnerable to such attacks or disruptions may deter our customers from using our solutions or services. As a result, we may be required to expend significant resources to protect against the threat of these security breaches or to alleviate problems caused by these breaches.

***16. The length of our sales cycle may fluctuate significantly and depends on several external factors which may result in significant fluctuations in our revenues.***

A customer's decision to purchase our services or products often involves a comprehensive implementation process across the customer's network(s) which includes customer education, evaluation by a number of employees in our customers' organization and, often, a significant strategic or operational decision by our customers. Our sales efforts involve educating our customers about the use and benefits of our products and solutions, including any potential cost savings achievable by organization that partner with us.

Customers typically undertake a significantly long evaluation process which also involves evaluation of our competitors' services and can result in a lengthy sales cycle. Moreover, a purchase decision by a potential customer typically requires extended evaluation, testing and the approval of senior decision makers, including the boards of directors of our customers. We spend substantial time, effort and money on our sales efforts without any assurance that our efforts will produce any sales. Additionally, implementing our products and any related services may entail a significant commitment of resources by prospective customers, accompanied by the risks and delays frequently associated with significant technology implementation projects. Such delays and fluctuations could cause our revenues and results of operation to fluctuate significantly across time periods, and we may not be able to adjust our costs quickly enough to offset such lower revenues, potentially adversely impacting our business, operating results and financial condition.

***17. Failure to offer client support in a timely and effective manner may adversely affect our relationships with our clients.***

From time to time, our clients require our support teams to assist them in using our product and services effectively, help them in resolving post-deployment issues quickly and in providing ongoing support. If we do not devote sufficient resources or are otherwise unsuccessful in assisting our clients effectively in a timely manner or at all, it could adversely affect our ability to retain existing clients and could prevent prospective clients from adopting our product and services. We may be unable to respond quickly enough to accommodate short-term increases in demand for client support. We also may be unable to modify the nature, scope and delivery of our client support to compete with changes in the support services provided by our competitors. Increased demand for client support, without corresponding revenue, could increase costs and adversely affect our reputation, business, results of operations and financial condition. Any failure to maintain high-quality client support, or a market perception that we do not maintain high-quality client support, could adversely affect our reputation, business, results of operations and financial condition.

***18. We may become liable to our customers and lose customers if we have defects or disruptions in our service or if we provide poor service. We may also be liable in the event of misuse of our services.***

We deliver technology as a service, and errors or defects in the software applications underlying our services, or a failure of our hosting infrastructure, may make our services unavailable to our customers. Majority of our contracts or service agreements involve projects that are critical to the operations of our clients' businesses. Any direct damages, expenses, costs, obligations could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Any errors, defects, disruptions in service or other performance problems with our services, whether in connection with the day-to-day operation of our services, upgrades or otherwise, could damage our customers' businesses.

If we have any errors, defects, disruptions in service or other performance problems with our services, our customers could elect not to renew our contract, or delay or withhold payments to us and we could lose future sales. Further, our customers may make claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or litigation costs. We may in the future, experience, misuse of our services. The occurrence of any such events in the future could lead to user dissatisfaction and discourage the use of our products and services. Such events may also give rise to complaints and actions against us. All these factors could adversely affect our business and results of operation.

***19. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

***20. We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.***

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into market, makes it challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international companies. We foresee this competition from organized and unorganized players to continue to grow as the demand for software development solutions increases. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

***21. Our success depends heavily upon our Promoter and Senior Management for their continuing services, strategic guidance and financial support.***

Our success depends heavily upon the continuing services of our promoter Pratik Kakadia who has control on our company. His experience and vision had played a key role in obtaining our current reputation and status in the market. We would also depend significantly on our senior managerial person for continuing our business operations successfully. If any member of the senior management team is unable or unwilling to continue in his present position, we may not be able to replace him easily or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

***22. We utilize the services of certain consultants for some of our operations. Any deficiency or interruption in their services could adversely affect our business operations and reputation.***

We engage third party consultants from time-to-time for some of our services and development of our products and software. Our ability to control the manner in which services are provided by third party consultants is limited and we may be liable legally or suffer reputational damage on account of any deficiency of services on part of such consultants. We cannot assure you that we will be successful in continuing to receive uninterrupted and quality services from our third-party consultants. Any disruption or inefficiency in the services provided by our third-party consultants could interrupt our business operations and damage our reputation.

***23. Product development is a long, expensive and uncertain process and our current expenditure in product development may not provide a sufficient or timely return.***

The development of our products is a costly, complex and time-consuming process, and the investment in their development often involves a long wait until a return is achieved on such an investment. We have made, and will continue to make, significant investments in product development and related product opportunities. Investments in new technology and processes are inherently speculative. Commercial success depends on many factors, including the degree of innovation of the software products and services developed and effective distribution and marketing. Such expenditure may adversely affect our operating results if they are not offset by corresponding and timely revenue increases. We must continue to dedicate a significant number of resources to our research and development efforts in order to maintain our competitive position. However, significant revenues from new software product and service investments may not be achieved for a number of years, or at all. Moreover, new software products and services may not be profitable, and even if they are profitable, operating margins for new software products and services may not be in line with the margins we have experienced for our existing or historical software products and services.

Moreover, we may determine that certain products or services do not have sufficient potential to warrant the continued allocation of resources and accordingly, we may elect to terminate the development of such products. If we terminate a product in development in which we have invested significant resources, our prospects may suffer, as we will have expended resources on a project that will not provide any return on our investment and also may have missed the opportunity to have allocated those resources to potentially more productive uses. In turn, this may adversely impact our business, operating results and financial condition.

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

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

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

***25. Our insurance coverage may not adequately protect us against potential risk, and this may have a material adverse effect on our business.***

We maintain insurance coverage for key risks relating to our business. While we believe that the amount of our insurance coverage is in line with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. In addition, not all risks associated with our operations may be insurable, on commercially reasonable terms or at all. Although we believe that we have obtained insurance coverage customary to our business, such insurance may not provide adequate coverage in certain circumstances and is subject to certain deductibles, exclusions and limits on coverage. To the extent that we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected. Natural disasters in the future or occurrence of any other event for which we are not adequately or sufficiently insured may cause significant disruption to our operations that could have a material adverse impact on our business and operations. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and cash flows. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption.

***26. We have had negative cash flows from operating activities in the past and may, in the future, experience similar negative cash flows***

We have experienced negative cash flows from operating activities for the financial years ended 2023, 2022 and 2021, and may, in the future, experience negative cash flows. The following table sets forth certain information relating to our cash flows for the periods indicated below:

	(₹ in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Net Cash Flow from Operating Activities	126.60	2.65	(64.38)

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our business, financial condition and results of operations could be materially and adversely affected.

***27. We have not yet placed orders in relation to the capital expenditure to be incurred for the purchase of equipment / machinery. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machinery or other materials in a timely manner, or at all, may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.***

We intend to utilize portions of the Net Proceeds for funding capital expenditure requirements towards purchase of equipment / machinery. While we have procured quotations from vendors in relation to the capital expenditure to be incurred, we have not placed any firm orders for any of them. For details in respect of the foregoing, see “Objects of the Issue” on page 75 of this Prospectus. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure the requisite materials from the vendors from whom we have procured quotations,



we cannot assure you that we may be able to identify alternate vendors to provide us with the materials which satisfy our requirements at acceptable prices. Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

***28. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.***

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or another independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be change subject to the approval of shareholders by passing special resolution pursuant to section 27 of Companies Act, 2013 through postal ballot or subject to an authority given by the Company in general meeting by way of special resolution and based on various factors which are beyond our control. For further details, please see the section titled “*Objects of the Issue*” beginning on page 75 of this Prospectus.

***29. We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

***30. There have been some instances of delays in filing of statutory and regulatory dues in the past with the various government authorities:***


In the past, there have been certain instances of delays in filling statutory & regulatory dues with respect to Employees Provident Fund (EPF), Employees’ State Insurance Corporation (ESIC), Professional Tax and GST. The delay in filing of EPF, ESIC, Professional Tax is due to negligence of our consultant. Also, there has been certain instances of delays in filling of GST returns and payment due to our client payment policy and technical glitch on GST portal. As on March 18, 2023, we have our cleared all our statutory as well as regulatory dues. However, there can be no assurance that delays or default with respect to payment of statutory and regulatory dues will not occur in the future or that our audit reports for any future financial years will not contain any qualifications, matters of emphasis or other observations on account of such delay/default which in turn may affect our reputation and financial results.

***31. Sometimes we do business with our customers on purchase order basis and do not have long term contracts with most of them.***


Part of our business is conducted on purchase order basis, depending on the requirements of the client preferences and demand. We do not have long term contracts with most of our customers / clients and there can be no assurance that we will continue to receive repeat orders from all or any of them, including our longstanding customers. Further, even if we were to continue receiving orders from our existing clients, there can be no assurance that they will be on the same terms and conditions, and the new terms may be less favourable to us than those under the present terms.

***32. We develop certain software assessing and anticipating the requirement and usefulness of our software.***

One of our business activities is to develop software either on the basis of the order received from the customers and or to develop the software on our own on the basis of our assessment and usefulness in the market. The software developed by us may not be acceptable by the market and at the cost /price fixed by us. We may have to put extra man hours to customize the already developed products for the clients resulting into extra cost. Under the circumstances, our capital will be blocked, our business, financial condition, results of operations will be adversely affected.

**33. Our Logo  is not Registered with the Trade Mark registration authority, we may be unable to protect the Logo from being infringed by others which may adversely affect our business value, financial condition and results of operations.**

As on the date of this Prospectus, we have not yet obtained registration from the Trademark Registration

Authority for our logo  and hence we do not enjoy the statutory protection accorded to a registered trademark. Additionally, we have not made any application for the registration of our logo. We may remain vulnerable to infringement or passing-off by third parties, however, we will not be able to enforce any rights against them resulting to change our logo, which may adversely affect our reputation & business and could require us to incur additional costs. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

**34. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability and growth prospects.**

Our company's net working capital consisted of ₹ 675.28, ₹ 877.18 and ₹ 1,240.60 lakhs for the financial year ended 2021, 2022 and 2023 respectively. The net working capital requirement for the financial year 2024 is projected to be ₹ 2,258.91. A significant portion of our working capital is utilized towards trade payables and trade receivables. Summary of our working capital position is given below:

Particulars	As at			
	March 31, 2021 (Audited)	March 31, 2022 (Audited)	March 31, 2023 (Audited)	March 31, 2024 (Estimated)
<b><i>Current Assets</i></b>				
Inventories	690.65	845.88	1,316.78	1,611.24
Trade Receivables	14.58	480.06	720.34	955.00
Cash and cash equivalents	0.80	9.81	11.37	389.86
Short term loans and advances	1.50	75.69	53.18	142.64
Other current assets	0.00	0.00	0.00	144.17
<b>Total Current Assets (A)</b>	<b>707.53</b>	<b>1,411.44</b>	<b>2,101.67</b>	<b>3242.91</b>
<b><i>Current Liabilities</i></b>				
Trade Payables	5.63	327.83	472.85	435.00

Particulars	As at			
	March 31, 2021 (Audited)	March 31, 2022 (Audited)	March 31, 2023 (Audited)	March 31, 2024 (Estimated)
Other current liabilities	16.54	146.92	137.65	360.00
Short term provisions	10.08	59.51	250.57	189.00
<b>Total Current Liabilities (B)</b>	<b>32.25</b>	<b>534.26</b>	<b>861.07</b>	<b>984.00</b>
<b>Total Working Capital Requirements (A - B)</b>	<b>675.28</b>	<b>877.18</b>	<b>1,240.60</b>	<b>2,258.91</b>
<b>Source of funding</b>				
<b>Borrowings and internal accruals</b>	<b>675.28</b>	<b>877.18</b>	<b>1,240.60</b>	<b>1,608.91</b>
<b>Amount proposed to be utilized from Net Proceeds</b>				<b>650.00</b>

We operate in a working capital-intensive industry therefore our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. For further details regarding incremental working capital requirement, please refer to the chapter titled “*Object of the Issue*” beginning on page 75 of this Prospectus.

***35. Our client’s proprietary rights may be misappropriated by our employees in violation of applicable confidentiality and non-disclosure agreements and as a result, cause us to breach our contractual obligations in relation to such proprietary rights.***

We can give no assurance that the steps taken by us will be adequate to enforce our client’s intellectual property rights or to adequately prevent the disclosure of confidential information by an employee. If our client’s proprietary rights are misappropriated by our employees in violation of any applicable confidentiality agreements or otherwise, our clients may consider us liable for that act and seek damages and compensation from us. In addition, our client contracts may require us to comply with certain security obligations including maintenance of network security, back-up of data, ensuring our network is virus free and ensuring the credentials of our people that work with our clients. We cannot assure you that the existing security measures shall be adequate, or we will be able to comply with all such obligations and that we will not incur liability nor have a claim for substantial damages against us.

***36. We face risks associated with currency exchange rate fluctuation.***

We export our services and hence changes in value of currencies with respect to the Indian Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our company’s results of operations.

***37. Increases in wages for IT professionals could reduce our cash flows and profit margins.***

Historically, wage costs in the Indian IT services industry have been significantly lower than wage costs in developed countries for comparable skilled technical personnel, which has been one of India's competitive strengths. However, wage increases in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. In the long term, wage increases may make us less competitive unless we are able to continue increasing the efficiency and productivity of our professionals and the quality of our services and the prices we can charge for our products and services. Increases in wages, including an increase in the cash component of our compensation expenses, may reduce our cash flow resulting in affecting our business operations

***38. Our Company has unsecured loans with a total outstanding amount of ₹ 174.58 lakhs as of March 31, 2023, that may be recalled by the lenders at any time.***

Our Company has currently availed certain unsecured loans. The total outstanding amount of the unsecured loan as of March 31, 2023, was ₹ 174.58 lakhs. These loans may be recalled by the lenders at any time. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company's liquidity. If we are unable to procure such financing, we may not have adequate working capital to maintain the desired inventory level. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details of these unsecured loans, please refer to Chapter titled "Restated Financial Statements" beginning on page 147 of this Prospectus.

***39. Our actual results could differ from the estimates and projections used to prepare our financial statements.***

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

***40. We have entered into and may continue to enter into related party transactions and there can be no assurance that such transactions have been on favourable terms.***

We have entered into certain transactions with related parties may continue to do so in future. While our Company believes that all such transactions have been conducted on arms-length basis, and is in compliance with the Companies Act and the SEBI (LODR) Regulations, 2015, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to "Annexure J- Related Party Transactions" under section titled "Financial Information" on page 147 of this Prospectus.

***41. Our Promoter, Directors and Key Managerial Personnel may have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoter, Directors and Key Managerial Personnel may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoter is interested in the transactions entered into between our company and themselves as well as between our company and our group companies. For further details, please refer to the chapters titled "Our Business" and "Our Promoter and Promoter Group", beginning on page 103 and 141 respectively and the chapter titled "Annexure J - Related Party Transactions" under chapter titled "Restated Financial Statements" beginning on page 147 of this Prospectus.

***42. Sale of shares by our promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

The sale of shares by the promoter or other significant shareholder(s) may significantly affect the trading price of our Equity shares. Further the market price generally may be adversely affected on account of the news about the sale of shares by the promoter. However, the closing of trading windows during the period of financial results may restrict the promoter from selling the shares in the open market.

***43. The issue price of the Equity Shares may not be indicative of market price of our equity shares after the issue and the market price of our Equity shares may decline below the issue price.***

The issue price of our Equity shares is decided on the basis of both qualitative and quantitative factors. The Company has made progress in establishing its name in the IT Sector. All such point has been considered in deciding the issue price of the Equity Shares. Please refer chapter titled “Basis for Issue Price” beginning on the page 85 of this Prospectus. The market price of our equity shares could be subject to change after the issue and may decline the below the issue price.

***44. There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.***

As per SEBI (ICDR) Regulations, 2022, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000 lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of Listing Agreement. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE.

***45. We have not identified any alternate source of financing the ‘Objects of the Issue’. If we fail to mobilize resources as per our plans, our growth plans may be affected.***

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of Issue and schedule of implementation please refer to the chapter titled “Objects of the Issue” on page 75 of this Prospectus.

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

Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements of our company. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

***47. Our Promoter and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.***

Post this issue, our Promoter and Promoter Group will collectively own 62.88 % of our equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing, or deterring a change in control of our Company.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

***48. We have not independently verified certain data in this Prospectus.***

We have not independently verified data from the industry and related data contained in this Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industry in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

***49. Any future issuance of Equity Shares may dilute the shareholding of the Investor, or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoter or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled “*Capital Structure*” beginning on page 64 of this Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

***50. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a book building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

***51. There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

## **External Risk Factors**

***52. Financial instability in other countries, particularly countries with emerging markets, could disrupt Indian markets and our business and cause the trading price of the Equity Shares to decrease.***

The Indian financial markets and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause volatility in Indian financial markets and in the Indian economy. Any worldwide financial instability could also have a negative effect on the Indian economy. Accordingly, any significant financial disruption could have an adverse effect on our business, financial condition, and results of operations.

***53. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition, and prospects.***

The regulatory and policy environment in which we operate is evolving and subject to change. Our business is subject to a significant number of state tax regimes and changes in legislations governing them, implementing them or the regulator enforcing them in any one of those jurisdictions could adversely affect our results of operations. The applicable categories of taxes and tax rates also vary significantly from state to state, which may be amended from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned, and expenditures incurred. Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government or State Governments that affect our industry include GST, income tax and other taxes, duties or surcharges introduced from time to time and any adverse changes in any of the taxes levied by the Government or State Governments could adversely affect our competitive position and profitability. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

***54. Civil unrest, acts of violence including terrorism or war involving India or other countries could materially and adversely affect the financial markets and our business.***

Any major hostilities involving India or other countries or other acts of violence, including civil unrest including acts of terrorism or similar events that are beyond our control, could have a material adverse effect on the Indian and/or global economies and our business. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the

global equity markets generally. Such events could also potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition, and cash flows, and more generally, any of these events could lower confidence in India's economy.

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

***55. Political instability and significant changes in Government policy could adversely affect economic conditions in India generally and our business in particular.***

Changes in exchange rates and controls, interest rates, Government policies, taxation, social and ethnic instability and other political and economic developments in and affecting India may have an adverse effect on our results of operations.

India has a mixed economy with a large public sector and an extensively regulated private sector. The role of the Government and that of the state governments in the Indian economy and their effect on producers, consumers, service providers and regulators has remained significant over the years. Both state and central governments have, in the past, among other things, imposed controls on the prices of a broad range of goods and services, restricted the ability of businesses to expand existing capacity and reduce the number of their employees and determined the allocation to businesses of raw materials and foreign exchange. Since 1991, successive Governments have pursued policies of economic liberalization, including significantly relaxing restrictions in the private sector. Nevertheless, the role of the Government and state governments in the Indian economy as producers, consumers and regulators has remained significant. There can be no assurance that the Government's past liberalization policies or political stability will continue in the future. Elimination or substantial change of such policies or the introduction of policies that negatively affect the security service industry could have an adverse effect on our business. Any significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and our business in particular.

***56. The requirements of being a listed company may strain our resources.***

We are not a listed company. We have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the Equity Listing Agreements with the Stock Exchange which will require us to file audited annual and half yearly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

Further, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required.

As a result, our management's attention may be diverted from business concerns, which may adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge but cannot assure that we will be able to do so in a timely and efficient manner.

***57. Any downgrading of India's debt rating by an international rating agency could adversely affect our business.***



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 business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

***58. The trading volume and market price of the Equity Shares may be volatile following the Issue.***

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- half yearly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties/ governmental entities of significant claims/ proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- changes in the price of oil or gas;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised 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, upto an amount of ₹ 1 lakh, if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is 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 jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

***60. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfer 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 specified by the RBI, then the prior approval of RBI will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further details, please refer to section titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 246 of this Prospectus.

***61. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors’ fiduciary duties and liabilities, and shareholders’ rights may differ from those that would apply to a company in another jurisdiction. Shareholders’ rights including in relation to class actions, under Indian law may not be as extensive as shareholders’ rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

***62. QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within six Working Days from the Bid/ Issue Closing Date, events affecting the Bidders’ decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

**SECTION IV: INTRODUCTION  
THE ISSUE**

<b>PRESENT ISSUE IN TERMS OF THE PROSPECTUS</b>	
<b>Particulars</b>	<b>Details of Equity Shares</b>
Fresh Issue of Equity Shares by our Company <sup>(1)(2)</sup>	24,25,000 Equity Shares having face value of ₹10 each at a price of ₹ 135 per Equity Share (including a share premium of ₹ 125 per Equity share) aggregating ₹ 3,273.75 Lakhs.
<b>The Issue consist of:</b>	
Market Maker Reservation Portion	1,25,000 Equity Shares having face value of ₹10 each at a price of ₹135 per Equity Share (including a share premium of ₹ 125 per Equity share) aggregating ₹ 168.75 Lakhs.
Net Issue to the Public	23,00,000 Equity Shares having face value of ₹10 each at a price of ₹ 135 per Equity Share (including a share premium of ₹ 125 per Equity share) aggregating ₹ 3,105.00 Lakhs.
<b>of which</b>	
<b>A. QIB portion <sup>(3)</sup></b>	<b>Not more than 2,30,000 Equity Shares</b>
<b>of which</b>	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto 12,000 Equity Shares aggregating to ₹ 16.20 Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Upto 2,18,000 Equity Shares aggregating to ₹ 294.30 Lakhs
<b>B. Non – institutional portion</b>	<b>Not Less than 10,35,000 Equity Shares aggregating to ₹ 1,397.25 Lakhs</b>
<b>C. Retail portion</b>	<b>Not Less than 10,35,000 Equity Shares aggregating to ₹ 1,397.25 Lakhs</b>
<b>Pre and Post Issue Share Capital of our Company</b>	
Equity Shares outstanding prior to the Issue	55,71,493 Equity Shares having face value of ₹10 per Equity Share
Equity Shares outstanding after the Issue	79,96,493 Equity Shares having face value of ₹10 per Equity Share
Objects of the Issue	Please refer Section titled “ <i>Objects of the Issue</i> ” on page 75 of this Prospectus.

- (1) *Public issue of 24,25,000 Equity Shares face value of ₹10 each for cash at a price of ₹ 135 including premium of ₹ 125 per Equity Share of our Company aggregating to ₹ 3,273.75 Lakhs. This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to section “Issue Structure” beginning on page 206 of this Prospectus. The Issue has been authorised by a resolution of our Board dated October 06,2022. Our Shareholders have authorised the Issue pursuant to a special resolution dated October 06,2022.*
- (2) *The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, and accordingly, we have allocated the Net Issue i.e. not more than 10% of the Net Issue to QIB and not less than 45% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 45% of the Net Issue shall be available for allocation to Non-institutional bidders.*
- (3) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law.*

For further details regarding the Issue Structure and Procedure, please refer to the chapters titled “Issue Structure” and “Issue Procedure” beginning on pages on page 206 and 210 respectively of this Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

(Amt. in ₹ Lakhs)

Particulars		Note No.	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' funds</b>				
	(a) Share capital	Note 1	557.15	309.53	1.00
	(b) Reserves and surplus	Note 2	522.56	142.53	16.44
<b>2</b>	<b>Non-current liabilities</b>				
	(a) Long-term borrowings		-	-	-
	(b) Other Non-Current Liabilities		-	-	-
	(c) Deferred tax liabilities (Net)		-	-	-
	(d) Long-term Provisions		-	-	-
<b>3</b>	<b>Current liabilities</b>				
	(a) Short-term borrowings	Note 3	477.04	512.59	723.25
	(b) Trade payables				
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises	Note 4	472.85	327.83	5.63
	(c) Other current liabilities	Note 5	137.65	146.92	16.54
	(d) Short-term provisions	Note 6	250.57	59.51	10.08
	<b>TOTAL</b>		<b>2,417.82</b>	<b>1,498.91</b>	<b>772.93</b>
<b>II.</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Property, Plant & Equipment	Note 7			
	(i) Tangible assets		72.46	47.26	16.11
	(ii) Intangible Assets		0.22	0.19	-
	(iii) Intangible Assets under development		61.71	61.71	61.71
	(iv) Capital Work in Progress				
	Less: Accumulated Depreciation		40.31	23.29	13.36
	Net Block		94.09	85.88	64.46
	(b) Non Current Investments		-	-	-
	(c) Deferred Tax Assets (Net)	Note 8	4.11	1.59	0.94
	(d) Long-term loans and advances	Note 9	217.95	-	-
	(e) Other Non Current Assets		-	-	-
<b>2</b>	<b>Current assets</b>				
	(a) Current Investments		-	-	-
	(b) Inventories	Note 10	1,316.78	845.88	690.65
	(c) Trade receivables	Note 11	720.34	480.06	14.58
	(d) Cash and cash equivalents	Note 12	11.37	9.81	0.80
	(e) Short-term loans and advances	Note 13	53.18	75.69	1.50
	(f) Other Current Assets		-	-	-
	<b>TOTAL</b>		<b>2,417.82</b>	<b>1,498.91</b>	<b>772.93</b>

## Restated Statement of Profit and Loss account

### Annexure - B

(Amt. in ₹ Lakhs)

Particulars		Note No.	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
I.	Revenue from operations	Note 14	2,414.23	1,217.39	331.47
II.	Other income		-	-	-
<b>III.</b>	<b>Total Revenue (I + II)</b>		2,414.23	1,217.39	331.47
<b>IV.</b>	<b>Expenses:</b>				
	Purchase of Stock-In-Trade	Note 15	1,835.33	483.34	11.02
	Changes in Inventories of work-in-progress	Note 16	(470.90)	(155.23)	6.38
	Employee benefits expense	Note 17	52.96	51.22	203.32
	Finance costs	Note 18	64.25	72.24	58.21
	Depreciation and amortization expense	Note 19	17.02	9.93	3.68
	Operating and Other expenses	Note 20	29.38	560.37	26.45
	Total expenses		1,528.04	1,021.86	309.06
<b>V.</b>	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		886.19	195.53	22.41
VI	Exceptional Items				
<b>VII</b>	<b>Profit before extraordinary items and tax</b>		886.19	195.53	22.41
VIII	Extraordinary items		-	-	-
<b>IX</b>	<b>Profit before tax (VII-VIII)</b>		886.19	195.53	22.41
X	Tax expense:				
	(1) Current tax	Annexure -E	249.07	55.00	5.83
	(2) Deferred tax	Note 8	(2.52)	(0.65)	0.15
	(3) Less :- MAT Credit Entitlement		-	-	-
<b>XI</b>	<b>Profit/(loss) for the period from Continuing (VII-VII)</b>		639.64	141.18	16.44
XII	Profit/(loss) from Discontinuing operations		-	-	-
XIII	Tax Expense of Discontinuing operations		-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-
<b>XV</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		639.64	141.18	16.44
<b>XVI</b>	Earnings per equity share:				
	(1) EPS - Basic & Diluted		11.48	2.54	0.30
	(2) Adjusted EPS - Basic & Diluted		11.48	2.54	0.30

**Restated Statement of Cash Flow  
Annexure C**

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2023		For the year ended 31 <sup>st</sup> March 2022		For the year ended 31 <sup>st</sup> March 2021	
<b><u>Cash flow from Operating Activities</u></b>						
<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>		886.19		195.53		22.41
Adjustments for :						
Depreciation & Amortisation Exp.	17.02		9.93		3.68	
Income Tax Written Off	(11.98)		(0.73)		-	
Finance Cost	64.25		72.24		58.21	
Income Tax Provision	(249.07)	(179.78)	(55.00)	26.43	(5.83)	56.06
<b>Operating Profit before working capital changes</b>		706.40		195.53		22.41
<b>Changes in Working Capital</b>						
Trade receivable	(240.28)		(465.48)		50.09	
Other Loans and advances receivable	(195.44)		(74.19)		6.97	
Inventories	(470.90)		(155.23)		6.38	
Trade Payables	145.02		322.20		(165.26)	
Other Current Liabilities	(9.27)		130.38		8.96	
Short Term Provisions	191.06		49.43		6.08	
		(579.80)		(192.89)		(86.79)
<b>Net Cash Flow from Operation</b>		126.60		2.65		(64.38)
Less : Income Tax provision		-		-		-
<b>Net Cash Flow from Operating Activities (A)</b>		126.60		2.65		(64.38)
<b><u>Cash flow from investing Activities</u></b>						
Sale/(Purchase) of Fixed Assets (net)	(25.24)		(31.34)		-	-
<b>Net Cash Flow from Investing Activities (B)</b>		(25.24)		(31.34)		-
<b><u>Cash Flow From Financing Activities</u></b>						
Proceeds From Issue of shares capital	-		294.17		-	
Short Term Borrowing (Net)	(35.55)		(210.66)		63.38	
Interest Paid	(64.25)		(72.24)		(58.21)	
	-	(99.80)	-	11.27	-	5.17
<b>Net Cash Flow from Financing Activities (C)</b>		(99.80)		11.27		5.17
<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>1.56</b>		<b>-17.42</b>		<b>(59.21)</b>
Opening Cash & Cash Equivalents		9.81		0.80		3.94
<b>Cash and cash equivalents at the end of the period</b>		<b>11.37</b>		<b>-16.62</b>		<b>-55.26</b>
<b>Cash And Cash Equivalents Comprise :</b>						
Cash		0.06		-		0.80
<b>Bank Balance :</b>						
Current Account		11.31		9.81		-
<b>Total</b>		<b>11.37</b>		<b>9.81</b>		<b>0.80</b>

Particulars	For the year ended 31st March 2023		For the year ended 31 March 2022		For the year ended 31 March 2021	
<b><u>Cash flow from Operating Activities</u></b>						
<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>		886.19		195.53		22.41
Adjustments for :						
Depreciation & Amortisation Exp.	17.02		9.93		3.68	
Income Tax Written Off	(11.98)		(0.73)		-	
Finance Cost	64.25		72.24		58.21	
Income Tax Provision	(249.07)	(179.78 )	(55.00)	26.43	(5.83)	56.06
<b>Operating Profit before working capital changes</b>		706.40		195.53		22.41
<b>Changes in Working Capital</b>						
Trade receivable	(240.28)		(465.48 )		50.09	
Other Loans and advances receivable	(195.44)		(74.19)		6.97	
Inventories	(470.90)		(155.23 )		6.38	
Trade Payables	145.02		322.20		(165.26 )	
Other Current Liabilites	(9.27)		130.38		8.96	
Short Term Provisions	191.06		49.43		6.08	
		(579.80 )		(192.89 )		(86.79)
<b>Net Cash Flow from Operation</b>		126.60		2.65		(64.38)
Less : Income Tax provision		-		-		-
<b>Net Cash Flow from Operating Activities (A)</b>		126.60		2.65		(64.38)
<b><u>Cash flow from investing Activities</u></b>						
Sale/(Purchase) of Fixed Assets (net)	(25.24)		(31.34)		-	-
		(25.24)		(31.34)		-

Particulars	For the year ended 31st March 2023		For the year ended 31 March 2022		For the year ended 31 March 2021	
<b>Net Cash Flow from Investing Activities (B)</b>		(25.24)		(31.34)		-
<b><u>Cash Flow From Financing Activities</u></b>		-		-		-
- Proceeds From Issue of shares capital	-	-	294.17	-	-	-
Short Term Borrowing (Net)	(35.55)		(210.66)		63.38	
Interest Paid	(64.25)		(72.24)		(58.21)	
	-	(99.80)	-	11.27	-	5.17
<b>Net Cash Flow from Financing Activities (C)</b>		(99.80)		11.27		5.17
<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>1.56</b>		<b>- 17.42</b>		<b>(59.21)</b>
Opening Cash & Cash Equivalents		9.81		0.80		3.94
<b>Cash and cash equivalents at the end of the period</b>		<b>11.37</b>		<b>- 16.62</b>		<b>- 55.26</b>
<b>Cash And Cash Equivalents Comprise :</b>						
Cash		0.06		-		0.80
<b>Bank Balance :</b>						
Current Account		11.31		9.81		-
<b>Total</b>		<b>11.37</b>		<b>9.81</b>		<b>0.80</b>



## GENERAL INFORMATION

The Promoter, Pratik Kakadia joined the partnership firm M/s Ocean Technologies in the year 2014. The partnership firm was in the business of developing, manufacturing and trading of software since 2012. Our Promoter, Pratik Kakadia has acquired 100% stake in the partnership firm along with his mother Shardaben Kakadia on April 06, 2017. On April 30, 2019, the name of the partnership firm was changed from “Oceans Technologies” to “Sahana System” and other partners were introduced in the partnership firm. The partnership firm was converted into private Limited under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Sahana System Private Limited vide Certificate of Incorporation dated February 20, 2020, was issued by the Registrar of Companies, Central Registration Center, Ministry of Corporate Affairs. The Corporate Identification Number of our Company is U72500GJ2020PTC112865. Subsequently the company converted into the public limited company pursuant through a special resolution passed by our shareholders at the EGM held on March 31, 2022, and consequently the name of our Company was changed to “Sahana System Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, Ahmedabad dated April 05, 2022. The CIN of the Company is U72500GJ2020PLC112865. For further details, please refer the chapter titled “History and Certain Corporate Matters” beginning on page 123 of this Prospectus.

### Registered Office of our Company

The address and certain other details of our Registered Office is as follows:

#### Sahana System Limited

901-A-Block, Mondeal Square,  
Nr. Iscon Elegance, S.G. Highway,  
Prahaldnagar Ahmedabad-380015

**Tel No:** +91-79-46014490

**Website:** [www.sahanasystem.com](http://www.sahanasystem.com)

**E-mail:** [cs@sahanasystem.com](mailto:cs@sahanasystem.com)

### Corporate identity number and registration number

Corporate Identity Number: U72500GJ2020PLC112865

Registration Number: 112865

### The Registrar of Companies

Our Company is registered with the RoC, which is situated at the following address:

ROC Bhavan, Opp. Rupal Park Society,  
Behind Ankur Bus Stop, Naranpura,  
Ahmedabad - 380013, Gujarat, India

### Board of Directors of our Company

Our Board of Directors comprises of the following directors as on the date of filing of this Prospectus:

Sr No	Name	Designation	DIN	Address
1.	Hetang Shah	Managing Director & Chairman	02710970	301, Asthasiddhi Apartment, 25, Mahadevnagar Co. Op. Society, Stadium Road, Navrangpura, Ahmedabad – 380014, Gujarat, India
2.	Hetal Patel	Non-Executive Director	08381794	A-10, New Nikita Pak Society, Beside Sun and Step Club,

Sr No	Name	Designation	DIN	Address
				Memnagar, Ahmedabad – 380 052, Gujarat, India
3.	Ekta Patel	Non-Executive and Independent Director	09574878	E4 162, Orchid Heaven, Applewoods Township, Near Shantipura Circle, Shela, Ahmedabad – 380 058, Gujarat, India
4.	Nishita Sanghvi	Non-Executive and Independent Director	09574964	C-301, Vishwas City-6, Gota Cross Road, Gota, Daskroi, Ahmedabad – 382 481, Gujarat, India

#### Company Secretary and Compliance Officer:

**Khushbu Ankitkumar Dalwadi**  
**SAHANA SYSTEM LIMITED**  
901-A-Block, Mondeal Square,  
Nr. Iscon Elegance, S.G. Highway,  
Prahladnagar Ahmedabad-380015,  
Gujarat, India.  
**Tel No:** +91-79-4601 4490  
**Website:** [www.sahanasystem.com](http://www.sahanasystem.com)  
**E-mail:** [cs@sahanasystem.com](mailto:cs@sahanasystem.com)

*Note: Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Managers or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.*

**ALL GRIEVANCES RELATING TO THE ASBA PROCESS AND UPI PAYMENT MECHANISM MAY BE ADDRESSED TO THE REGISTRAR TO THE ISSUE, WITH A COPY TO THE RELEVANT DESIGNATED INTERMEDIARY WITH WHOM THE ASBA FORM WAS SUBMITTED. THE APPLICANT SHOULD GIVE FULL DETAILS SUCH AS NAME OF THE SOLE OR FIRST APPLICANT, ASBA FORM NUMBER, APPLICANT DP ID, CLIENT ID, UPI ID (IF APPLICABLE), PAN, DATE OF THE ASBA FORM, ADDRESS OF THE APPLICANT, NUMBER OF EQUITY SHARES APPLIED FOR AND THE NAME AND ADDRESS OF THE DESIGNATED INTERMEDIARY WHERE THE ASBA FORM WAS SUBMITTED BY THE ASBA APPLICANT.**

**Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above.**

#### Book Running Lead Managers to the Issue

**Unistone Capital Private Limited**  
A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059  
**Telephone:** +91 9820057533  
**Email:** [mb@unistonecapital.com](mailto:mb@unistonecapital.com)  
**Investor grievance email:**  
[compliance@unistonecapital.com](mailto:compliance@unistonecapital.com)  
**Contact Person:** Brijesh Parekh  
**Website:** [www.unistonecapital.com](http://www.unistonecapital.com)  
**SEBI Registration number:** INM000012449  
**CIN:** U65999MH2019PTC330850

**Interactive Financial Services Limited**  
612, 6th Floor, Shree Balaji Heights, Kokilaben Vyas Marg, Ellisbridge Ahmedabad - 380009, Gujarat, India  
**Tel No.:** +079-4601-9796  
**Email:** [mbd@ifinservices.in](mailto:mbd@ifinservices.in)  
**Investor Grievance Email:**  
[info@ifinservices.com](mailto:info@ifinservices.com)  
**Contact Person:** Pradip Sandhir  
**Web Site:** [www.ifinservices.in](http://www.ifinservices.in)  
**SEBI Reg No:** INM000012856

CIN: L65910GJ1994PLC023393

<b>Registrar to the Issue</b>	<b>Legal Advisor to the Issue</b>
<b>Purva Sharegistry (India) Private Limited</b> Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011, Maharashtra, India <b>Telephone:</b> +91 22-23010771/8261 <b>Email:</b> <a href="mailto:support@purvashare.com">support@purvashare.com</a> <b>Contact Person:</b> Deepali Dhuri <b>Website:</b> <a href="http://www.purvashare.com">www.purvashare.com</a> <b>SEBI Registration Number:</b> INR000001112 <b>CIN:</b> U67120MH1993PTC074079	<b>Nilay H. Patel, Advocate</b> Office No.420, Titanium City Center Mall, Nr. Sachin Tower, Anand Nagar Rd, Satellite, Ahmedabad, Gujarat 380015 <b>Telephone:</b> 9913213227 <b>Email:</b> <a href="mailto:nilaypateladvocate@gmail.com">nilaypateladvocate@gmail.com</a> <b>Contact Person:</b> Nilay H. Patel <b>Bar Council No.:</b> G/1278/2014
<b>Statutory Auditor</b>	<b>Peer Reviewed Auditor</b>
<b>Rahul Mistri and Co., Chartered Accountants</b> 867, Vishwakarma Shopping Center, Nr. Petrol Pump, Sector 21, Gandhinagar, Gujarat-382021 <b>Tel No.:</b> +91 91731 20983 <b>Email:</b> <a href="mailto:carahulmistri@gmail.com">carahulmistri@gmail.com</a> <b>Membership No.:</b> 184595 <b>Firm Registration No.:</b> 147586W <b>Contact Person:</b> Rahul Mistri	<b>A.K. Ostwal &amp; Co., Chartered Accountants</b> 517, Jeevandeep Complex, Nr. Nirmal Hospital, Ring Road, Surat – 395002 <b>Telephone:</b> 02612901508 <b>Email:</b> <a href="mailto:akostwalco@gmail.com">akostwalco@gmail.com</a> <b>Membership No.:</b> 140574 <b>Firm Registration No.:</b> 107200W <b>Peer Review No:</b> 011897* <b>Contact Person:</b> CA Amit Ajagiya
<b>Bankers to the Company</b>	<b>Bankers to the Issue/Public Issue bank/ Escrow Collection Bank and Refund Banker</b>
<b>Axis Bank Limited</b> “Trishul”, Opp Samrtheshwar Mahadev Temple, Ellisbridge, Ahmedabad- 380006 <b>Tel:</b> 079 66306102 <b>Email ID:</b> <a href="mailto:vishal.kadiya@axisbank.com">vishal.kadiya@axisbank.com</a> <b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a> <b>Contact Person:</b> Vishal Kadiya <b>Designation:</b> Senior Manager	<b>Axis Bank Limited</b> <b>Address:</b> Balleshwar Avenue, Ground Floor, Opp Rajpath Club, SG Highway, Ahmedabad- 380054 <b>Telephone:</b> +91- 87581 01081 <b>E-mail:</b> <a href="mailto:archita.shah@axisbank.com">archita.shah@axisbank.com</a> <b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a> <b>Contact Person:</b> Archita Shah <b>SEBI Cert Registration No:</b> INBI00000017
<b>Sponsor Bank</b>	<b>Syndicate Member</b>
<b>Axis Bank Limited</b> <b>Address:</b> Balleshwar Avenue, Ground Floor, Opp Rajpath Club, SG Highway, Ahmedabad- 380054 <b>Telephone:</b> +91- 87581 01081 <b>E-mail:</b> <a href="mailto:archita.shah@axisbank.com">archita.shah@axisbank.com</a> <b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a> <b>Contact Person:</b> Archita Shah <b>SEBI Cert Registration No:</b> INBI00000017	<b>Rikhav Securities Limited</b> <b>Address:</b> Office No. 922-A, 9 <sup>th</sup> Floor, P.J. Tower, Dalal Street, Mumbai, Maharashtra – 400 001 <b>Telephone:</b> 022 69078300/400 <b>E-mail:</b> <a href="mailto:info@rikhav.net">info@rikhav.net</a> <b>Website:</b> <a href="http://www.rikhav.net">www.rikhav.net</a> <b>Contact Person:</b> Hitesh Lakhani <b>SEBI Cert Registration No:</b> INZ000157737 <b>CIN No.:</b> U99999MH1995PLC086635

\* Peer Review Certificate issued on August 23, 2019, was valid till August 22, 2022. However, A.K. Ostwal & Co. have applied to Peer Review Board of The Institute of Chartered Accountants of India for Peer Review and the same is under process.

### Changes in Auditors during last three Financial Years:

There is no change in Statutory Auditor of the Company since Incorporation.

### Investor grievances

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and/ or the BRLMs, in case of any pre-issue or post-issue 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 and non- receipt of funds by electronic mode.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Bidder, number of Equity Shares applied for, the Bid amount paid on submission of the Application Form and the bank branch or collection centre where the application was submitted.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Issue with a copy to the relevant Sponsor Bank or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centres, as the case may be, quoting the full name of the sole or first Bidder, Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

### **Filing**

The Prospectus and Prospectus shall be filed with NSE situated at Exchange Plaza, C/1, G Block, Bandra-Kurla Complex, Bandra (East) -400 051, Maharashtra, India.

The Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in a soft copy. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Offer Document will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and copy of the Prospectus to be filed under 26 of the Companies Act, 2013 would be filed with the RoC and through the electric portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

### **Statement of *inter se* allocation of Responsibilities for the Issue**

<b>Sr. No.</b>	<b>Activity</b>	<b>Responsibility</b>	<b>Co-Ordinator</b>
1.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Red Herring Prospectus, Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchange, RoC and SEBI including finalisation of	BRLMs	Unistone and Interactive

Sr. No.	Activity	Responsibility	Co-Ordinator
	Red Herring Prospectus and Prospectus and RoC filing.		
2.	Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc.	BRLMs	Unistone
3.	Drafting and approval of all statutory advertisements	BRLMs	Interactive
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	BRLMs	Unistone
5.	Appointment of intermediaries – Registrar to the Issue, advertising agency, Banker(s) to the Issue, Sponsor Bank, printer, collection centres and other intermediaries, including coordination of all agreements to be entered into with such intermediaries.	BRLMs	Unistone
6.	Preparation of road show marketing presentation and frequently asked questions	BRLMs	Unistone
7.	Coordination with Stock Exchanges for Book Building software, bidding terminals, mock trading, payment of 1% security deposit	BRLMs	Interactive
8.	Managing and finalization of pricing in consultation with the Company	BRLMs	Unistone
9.	Retail and Non-institutional marketing of the Issue, which will cover, inter alia, <ul style="list-style-type: none"> <li>• Finalising media, marketing and public relations strategy including list of frequently asked questions at road shows;</li> <li>• Finalising centres for holding conferences for brokers, etc.;</li> <li>• Follow-up on distribution of publicity and Issue material including application form, the Prospectus and deciding on the quantum of the Issue material; and</li> <li>• Finalising collection centres</li> </ul>	BRLMs	Unistone
10.	Post bidding activities including management of escrow accounts, coordinate non- institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Issue, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Issue activities, which shall involve essential follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising Company 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, payment of STT and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Bankers to the Issue, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post- Issue reports including the final	BRLMs	Unistone

Sr. No.	Activity	Responsibility	Co-Ordinator
	post-Issue report to SEBI, release of 1% security deposit post closure of the Issue		

## Designated Intermediaries

### Self-Certified Syndicate Banks (SCSBs)

The list of Designated Branches that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. For more information on the Designated Branches collecting ASBA Forms, see the above-mentioned SEBI link.

Investors are requested to refer the list of branches of the SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### Syndicate SCSB Branches

In relation to Bids submitted 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 Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For more information on such branches collecting Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>).

### Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks eligible as sponsor banks for UPI Mechanism, including details such as name and contact details, are provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>, or such other websites as updated from time to time.

### Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

### Registrar to the Issue and Share Transfer Agents

For details on registered Registrar to the issue and Share Transfer Agents (RTAs), including details such as address, telephone number and e-mail address, please refer to the below mentioned link available on SEBI website:

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>.

### Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at

<http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?> and on the website of NSE at [http://www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm), as updated from time to time.

### **Experts**

Our Company has received written consent dated May 20, 2023 from the Peer Reviewed Auditors namely, A.K. Ostwal & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of 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 Peer Reviewed Auditors on the Restated Financial Statements dated May 16, 2023, and Statement of Possible Tax Benefit dated May 20, 2023.

### **Brokers to the Issue**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

### **Credit Rating**

As the Issue is of Equity Shares, credit rating is not required.

### **Trustees**

As the Issue is of Equity Shares, the appointment of trustees is not required.

### **Debenture Trustees**

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

### **Green Shoe option**

The option of allotting equity shares in excess of the equity shares offered in the public issue is not exercised by the company. Therefore, green shoe option is not exercised by the Company.

### **IPO Grading**

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

### **Monitoring Agency**

As per Regulation 262 of the SEBI (ICDR) Regulations, 2018 as amended, the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹10,000 Lakh and hence our Company has not appointed a monitoring agency for this issue.

However, as per Regulation 18 (3) read with part C of schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

### **Appraising Entity**

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

### **Book Building Process**

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLMs, and will be advertised in All editions of the English national newspaper Financial Express, All editions of the Hindi national newspaper Jansatta, and Ahmedabad edition of the Gujarati Regional newspaper Financial Express, each with wide circulation, at least two working days prior to the Bid/ Issue Opening Date. The Issue Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

All Bidders shall mandatorily participate in the Issue only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Issue through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLMs to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Issue.

Bidders should note that this Issue 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 approvals from the Stock Exchange, which our Company shall apply for after Allotment.

For further details, please refer to the chapters titled “*Issue Structure*” and “*Issue Procedure*” beginning on pages 206 and 210, respectively of this Prospectus.

## **ILLUSTRATION OF BOOK BUILDING PROCESS AND THE PRICE DISCOVERY PROCESS**

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “*Issue Procedure*” on page 210 of this Prospectus.

### **Withdrawal of the Issue**

Our Company in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly. The BRLMs, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.



If our Company withdraw the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Offer Document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

## Underwriting

The Company and the Book Running Lead Managers to the Issue hereby confirm that the Issue is 100% Underwritten by in the capacity of Underwriter to the Issue.

Pursuant to the terms of the Underwriting Agreement dated May 19, 2023 entered into by the Company and the Underwriter, the obligations of the Underwriter is subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

(₹ in lakhs)			
Name, Address, Telephone, Fax, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue size Underwritten
<b>Unistone Capital Private Limited</b> <b>Address:</b> A/305, Dynasty Business Park Andheri Kurla Road, Andheri East, Mumbai- 400059, Maharashtra, India. <b>Telephone No.:</b> +91 9820057533 <b>Email:</b> <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a>	24,25,000	3,273.75 Lakhs	100%

As per Regulation 260 of SEBI (ICDR) Regulations, the Book Running Lead Managers has agreed to underwrite to a minimum extent of 100 % of the Issue out of its own account. In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter is sufficient to enable them to discharge their respective obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange

## Details of Market Making Arrangement for the Issue

Our Company has entered into Market Making Agreement dated May 19, 2023 with the following Market Maker to fulfil the obligations of Market Making for this issue:

<b>Name</b>	<b>Rikhav Securities Limited</b>
<b>Correspondence Address:</b>	Office No. 922-A, 9 <sup>th</sup> Floor, P.J. Tower, Dalal Street, Mumbai, Maharashtra – 400 001
<b>Tel No.:</b>	022-69078300
<b>E-mail:</b>	<a href="mailto:info@rikhav.net">info@rikhav.net</a>
<b>Website:</b>	<a href="http://www.rikhav.net">www.rikhav.net</a>
<b>Contact Person:</b>	Hitesh Lakhani
<b>SEBI Registration No.:</b>	INZ000157737
<b>CIN No.</b>	U99999MH1995PLC086635

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE Limited from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE Limited and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The price shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months-notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above-mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Book Running Lead Managers reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.

10. **Risk containment measures and monitoring for Market Maker:** Emerge Platform of NSE Limited will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base

Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

11. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE Limited will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

12. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:

- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

13. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the issue size, and as follows:

<b>Issue Size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)</b>	<b>Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)</b>
Up to ₹ 20 Crore	25%	24%
₹ 20 Crore to ₹ 50 Crore	20%	19%
₹ 50 Crore to ₹ 80 Crore	15%	14%
Above ₹ 80 Crore	12%	11%

All the above-mentioned conditions and systems regarding the Market Making Arrangement, trading and other related aspects are subject to the applicable provisions of law, changes or additional regulations and guidelines from SEBI / Stock Exchange from time to time.

On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

## CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this Prospectus, is set forth below:

<i>Amount (₹ in Lacs except share data)</i>			
Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price <sup>(1)</sup>
<b>I.</b>	<b>Authorized share capital<sup>(2)</sup></b>		
	1,00,00,000 Equity Shares of ₹10 each	1000.00	--
<b>II.</b>	<b>Issued, subscribed and paid-up share capital prior to the Issue<sup>(3)</sup></b>		
	55,71,493 Equity Shares of ₹10 each	557.15	--
<b>III.</b>	<b>Present Issue in terms of the Prospectus</b>		
	Fresh Issue of 24,25,000 Equity Shares of ₹10 each at a price of ₹ 135 per Equity Share <sup>(4)</sup>	242.50	3,273.75
<b>IV.</b>	<b>Issued, subscribed and paid-up share capital after to the Issue</b>		
	79,96,493 Equity Shares of ₹ 10 each	799.65	
<b>V.</b>	<b>Securities premium account</b>		
	Before the Issue		Nil
	After the Issue		3,031.25

<sup>(1)</sup> To be updated upon finalisation of the Issue Price

<sup>(2)</sup> For details in relation to the changes in the authorised share capital of our Company since incorporation, see “History and Certain Corporate Matters - Amendments to our Memorandum of Association” on page 123.

<sup>(3)</sup> As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

<sup>(4)</sup> The Issue has been authorized by a resolution of our Board dated October 06,2022 and a special resolution of our Shareholders passed in the EGM dated October 06,2022.

### Class of Shares

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10/- each. All Equity Shares issued are fully paid up.

Our Company does not have any outstanding convertible instruments as on the date of this Prospectus.

### Changes in the authorised share capital of our Company

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorize Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
1	On Incorporation (February 20, 2020)	10,000	1,00,000	NA	NA
2	Increase in Authorised Share Capital from ₹ One Lakh to ₹ Five Crore	50,00,000	5,00,00,000	March 01, 2022	EGM
3	Increase in Authorised Share Capital from ₹ Five Crore to ₹ Ten Crore	1,00,00,000	10,00,00,000	September 02, 2022	EGM

For details of the changes to the authorised share capital of our Company, see “History and Certain Corporate Matters-Amendments to our Memorandum of Association” on page 123 of this Prospectus.

### Notes to the Capital Structure

#### 1. Equity Share capital history of our Company

(a) The following table sets forth the history of the Equity Share capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
On Incorporation (February 20, 2020) <sup>(i)</sup>	10,000	10	10	Other than Cash	Subscription to MOA pursuant conversion of Partnership Firm*	10,000	1,00,000
March 21, 2022 <sup>(ii)</sup>	24,014	10	1225	Other than Cash	Conversion of loan into Shares through Preferential Allotment	34,014	3,40,140
March 25, 2022 <sup>(iii)</sup>	30,61,260	10	NA	Other than Cash	Bonus Issue	30,95,274	3,09,52,740
September 09, 2022 <sup>(iv)</sup>	24,76,219	10	NA	Other than Cash	Bonus Issue	55,71,493	5,57,14,930
<b>Total</b>	<b>55,71,493</b>						

\*Equity Shares allotted pursuant to conversion of M/s. Sahana System; Partnership Firm into the Company under Part I of Chapter XXI of the Companies Act, 2013, the Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10/- each fully paid up, at par against the outstanding credit balance of Partners Capital Account.

(i) **Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of ₹10/- each fully paid at par as per the details given below:**

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Pratik Kakadia	4,750
2.	Shardaben Kakadia	4,750
3.	Ramajibhai Kakadia	100
4.	Manish Vasaniya	100
5.	Turpesh Radadiya	100
6.	Jigneshkumar Ambalia	100
7.	Hetal Patel	100
<b>Total</b>		<b>10,000</b>

(ii) **Preferential allotment of Conversion of unsecured loan into 24,014 Equity shares of face value of ₹10/- each fully paid at par as per the details given below:**

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Dipak Patel	2,317
2.	Hetal Patel	1,465
3.	Pratik Kakadia	17,812
4.	Ramajibhai Kakadia	408
5.	Shardaben Kakadia	2,012
<b>Total</b>		<b>24,014</b>

(iii) **Bonus Issue of 30,61,260 Equity Shares of face value of ₹10/- each as per the details given below:**

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Dipak Patel	2,98,530
2.	Hetal Patel	1,31,850
3.	Pratik Kakadia	24,13,080
4.	Ramajibhai Kakadia	36,720
5.	Shardaben Kakadia	1,81,080
<b>Total</b>		<b>30,61,260</b>

(iv) **Bonus Issue of 24,76,219 Equity Shares of face value of ₹10/- each as per the details given below:**

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Pratik Kakadia	19,51,913
2.	Dipak Patel	2,41,478
3.	Shardaben Kakadia	1,46,458
4.	Hetal Patel	1,06,652
5.	Ramajibhai Kakadia	29,702
6.	Trupesh Radadiya	8
7.	Ketan Kathiriya	8
<b>Total</b>		<b>24,76,219</b>

(b) **Equity Shares issued for consideration other than cash or out of revaluation reserves:**

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
On Incorporation (February 20, 2020)	10,000	10	10	Other than Cash	Subscription to MOA pursuant conversion of Partnership Firm	10,000	1,00,000
March 21, 2022	24,014	10	1225	Other than Cash	Conversion of loan into Shares through Preferential Allotment	34,014	4,40,140
March 25, 2022	30,61,260	10	NA	Other than Cash	Bonus Issue	30,95,274	3,13,92,880
September 09, 2022	24,76,219	10	NA	Other than Cash	Bonus Issue	24,76,219	5,61,55,070

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
<b>Total</b>	<b>55,71,493</b>						

**(c) Equity Shares allotted in terms of any schemes of arrangement:**

Our Company has not allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-232 of the Companies Act, 2013

**(d) Equity Shares allotted at a price lower than the Issue Price in the last year:**

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Benefits accrued to our Company	Nature of allotment	Name of allottees
September 09, 2022	24,76,219	10	NA	Other than Cash	Bonus Issue	1. Pratik Kakadia 2. Dipak Patel 3. Shardaben Kakadia 4. Hetal Patel 5. Ramajibhai Kakadia 6. Trupesh Radadiya 7. Ketan Kathiriyia

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

**3. Equity Shares issued pursuant to employee stock option schemes**

As on date of this Prospectus, our Company has not issued Equity Shares pursuant to the ESOP Plan and ESARP Plan (Employees Stock Appreciation Right Plan).

4. Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves.

5. The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:

Sr. No.	Particular	Yes/No	Promoter and Promoter Group	Public Shareholder	Non-Promoter – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No

<b>Sr. No.</b>	<b>Particular</b>	<b>Yes/No</b>	<b>Promoter and Promoter Group</b>	<b>Public Shareholder</b>	<b>Non-Promoter – Non-Public</b>
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by promoter are pledge or otherwise encumbered?	No	No	No	No
7.	Whether company has equity shares with differential voting rights?	No	No	No	No

*\* All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on SME Platform of NSE Limited.*

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.



The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of the Prospectus:

### Summary of Shareholding Pattern

Category	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities <sup>1</sup>				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares <sup>3</sup>		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form <sup>4</sup>
								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 Equity Shares of ₹10/- each <sup>2</sup>	Class Y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoter & Promoter Group	4	50,28,132	-	-	50,28,132	90.25	50,28,132	-	50,28,132	90.25	-	90.25	-	-	50,28,132		
(B)	Public	3	5,43,361	-	-	5,43,361	9.75	5,43,361	-	5,43,361	9.75	-	9.75	-	-	5,43,361		
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>7</b>	<b>55,71,493</b>	<b>-</b>	<b>-</b>	<b>55,71,493</b>	<b>100.00</b>	<b>55,71,493</b>	<b>-</b>	<b>55,71,493</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>55,71,493</b>		

Note:

<sup>1</sup>As on date of this Prospectus 1 Equity share holds 1 vote

<sup>2</sup>We have only one class of Equity Shares of face value of ₹ 10/- each.

<sup>3</sup>All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on Emerge Platform of National Stock Exchange of India Limited.

<sup>4</sup>In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoter and Public are in dematerialized form.

6. All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of Equity Shares on Emerge Platform of National Stock Exchange of India Limited.
7. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
8. The list of the shareholders of the company holding 1% or more of the paid-up share capital of the company:

**a. As on the date of the Prospectus:**

No.	Name of the Shareholder	Number of Equity Shares	% of pre-Issue paid up capital
1.	Pratik Kakadia	43,91,805	78.83
2.	Shardaben Kakadia	3,29,530	5.91
3.	Ramajibhai Kakadia	66,830	1.20
4.	Hetal Patel	2,39,967	4.31
5.	Dipak Patel	5,43,325	9.75
<b>Total</b>		<b>55,71,457</b>	<b>100.00</b>

**b. Two (2) year prior to the date of the Prospectus:**

No.	Name of the Shareholders	Number of Equity Shares	% of pre-Issue paid up capital
1.	Pratik Kakadia	9,000	0.16
2.	Dipak Patel	1,000	0.02
<b>Total</b>		<b>10,000</b>	<b>0.18</b>

**c. One (1) year prior to the date of the Prospectus:**

No.	Name of the Shareholders	Number of Equity Shares	% of pre-Issue paid up capital
1.	Pratik Kakadia	24,39,892	43.79
2.	Dipak Patel	3,01,847	5.42
3.	Shardaben Kakadiya	1,83,072	3.29
4.	Hetal Patel	1,33,315	2.39
<b>Total</b>		<b>30,58,126</b>	<b>54.89</b>

**d. Ten (10) days prior to the date of the Prospectus:**

No.	Name of the Shareholder	Number of Equity Shares	% of pre Issue paid up capital
1.	Pratik Kakadia	43,91,805	<b>78.83</b>
2.	Shardaben Kakadia	3,29,530	<b>5.91</b>
3.	Ramajibhai Kakadia	66,830	<b>1.20</b>
4.	Hetal Patel	2,39,967	<b>4.31</b>
5.	Dipak Patel	5,43,325	<b>9.75</b>
<b>Total</b>		<b>55,71,457</b>	<b>100.00</b>

9. There will not be any further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the date of listing of Equity Shares or refund of application monies in pursuance of the Prospectus. However, our Company may alter its capital structure by way of split/consolidation

of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutional placements, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

10. There will not be any further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the date of listing of Equity Shares or refund of application monies in pursuance of the Prospectus. However, our Company may alter its capital structure by way of split/consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutional placements, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

## 11. Build-up of our Promoter and Shareholding of our Promoter:

### a. Build-up of our Promoter:

As on the date of this Prospectus, our Promoter, Pratik Kakadia collectively hold 43,91,805 Equity Shares, which constitutes 78.83% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. None of the Equity Shares held by our Promoter is subject to any pledge.

#### 1. Pratik Kakadia

Date of Allotment/ Transfer / when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre issue equity share capital	% of post issue equity share capital
On Incorporation (February 20, 2020)	4,750	10/-	10/-	Other than Cash	Subscription to the MoA	0.09%	0.06%
March 05, 2020	4,250	10/-	10/-	Cash	Transfer from Shardaben Kakadia	0.08%	0.05%
March 21, 2022	17,812	10/-	1225/-	Other than Cash	Conversion of loan into Shares through Preferential Allotment	0.32%	0.22%
March 25, 2022	24,13,080	10/-	NA	Other than Cash	Bonus Issue (90:1)	43.31%	30.18%
September 09, 2022	19,51,913	10/-	NA	Other than Cash	Bonus issue (30:29)	35.03%	24.41%

Date of Allotment/ Transfer / when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre issue equity share capital	% of post issue equity share capital
<b>Total</b>	<b>43,91,805</b>						

\* All the Equity Shares held by our Promoter were fully paid up as on the respective dates of acquisition of such Equity Shares.

\*\* Cost of acquisition excludes Stamp Duty

12. As on the date of this Prospectus, our Company have 7 (Seven) shareholders.

13. Details of the Pre and Post Issue Shareholding of our Promoter and Promoter Group are as below:

Particulars	Pre-Issue		Post-Issue	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoter</b>				
Pratik Kakadia	43,91,805	78.83%	43,91,805	54.92%
<b>Total (A)</b>	<b>43,91,805</b>	<b>78.83%</b>	<b>43,91,805</b>	<b>54.92%</b>
<b>Promoter Group</b>				
Shardaben Kakadia	3,29,530	5.91%	3,29,530	4.12%
Ramajibhai Kakadia	66,830	1.20%	66,830	0.84%
Hetal Patel	2,39,967	4.31%	2,39,967	3.00%
<b>Total (B)</b>	<b>6,36,327</b>	<b>11.42%</b>	<b>6,36,327</b>	<b>7.96%</b>
<b>Total (A+B)</b>	<b>50,28,132</b>	<b>90.25%</b>	<b>50,28,132</b>	<b>62.88%</b>

14. None of our shareholders belonging to Promoter and Promoter Group, Directors and their relatives have purchased or sold the Equity Shares of our Company during the past six months immediately preceding the date of filing the Prospectus.

15. Promoter's Contribution and other Lock-in details

a) Details of Promoter's Contribution locked-in for three (3) years.

Pursuant to Regulations 236 and 238 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post issue Equity Share capital of our Company held by the Promoter shall be considered as Promoter's Contribution ("**Promoter's Contribution**") and shall be locked in for a period of three years from the date of Allotment of Equity Shares and the shareholding of the Promoter in excess of 20% of the fully diluted post issue Equity Share capital shall be locked in for a period of one year from the date of Allotment.

The details of the Equity Shares held by our Promoter, which shall be locked-in for a period of three years from the date of allotment, are set out in the following table:

Name of Promoter	No. of Equity Shares Locked in	Post- Issue equity share capital %
Pratik Kakadia	15,99,300	<b>20.00%</b>
<b>Total</b>	<b>15,99,300</b>	<b>20.00%</b>

*All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer section “History of Paid-up Share Capital of our Company”.*

Our Promoter have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post issue Equity Share capital of our Company as the Promoter’s Contribution. Our Promoter 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 Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoter’s contribution of 20% as shown above which is subject to lock-in for three years, we confirm the following:

<b>Reg. No</b>	<b>Promoter’s Minimum Contribution Conditions</b>	<b>Eligibility Status of Equity Shares forming part of Promoter’s Contribution</b>
237 (1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The Minimum Promoter’s contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. <b><u>Hence Eligible</u></b>
237 (1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoter’s contribution	The minimum Promoter’s contribution does not consist of such Equity Shares. <b><u>Hence Eligible</u></b>
237 (1)(b)	Specified securities acquired by the promoters’ and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer.	The minimum Promoter’s contribution does not consist of such Equity Shares. <b><u>Hence Not Applicable.</u></b>
237 (1)(c)	Specified securities allotted to the promoter and alternative investment funds during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the	The minimum Promoter’s contribution does not consist of Equity Shares allotted to alternative investment funds. <b><u>Hence Not applicable.</u></b>

Reg. No	Promoter's Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	promoter of the issuer and there is no change in the management	
237 (1)(d)	Specified securities pledged with any creditor.	Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Not Applicable.</u></b>

b) Compliance with Lock-in Requirements:

The entire pre-issue paid-up capital of the Company shall remain locked in as per requirements of Regulations 238 & 239 of the SEBI ICDR Regulations as detailed hereinafter:

- i. As required by clause (a) of Regulation 238, Minimum Promoters' Contribution i.e. 15,99,300 equity shares held by our promoter Pratik Kakadia which shall 20.00% of proposed post-issue paid up capital shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.
  - ii. The expression "date of commencement of commercial production" has been defined to mean the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilized as stated in the offer document, is expected to commence, as per SEBI ICDR Regulations.
  - iii. As required by clause (b) of Regulation 238, the excess of minimum promoters' contribution i.e. 27,92,505 equity shares held by our Promoter shall be locked-in for a period of one year from the date of allotment in present initial public offer; and
- c) As required by Regulation 239, the entire pre-issue capital held by persons other than the promoter as per details provided hereinafter, shall be locked-in for a period of one year from the date of allotment in the present initial public offer.

**16. The average cost of acquisition of or subscription of shares by our promoter is set forth in the table below:**

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (₹ Per share)
1.	Pratik Kakadia	43,91,805	4.99

17. Our Company, our Directors and the Book Running Lead Managers have not entered into any buy back arrangements for the purchase of Equity Shares being offered through the Offer Document from any person.

18. All the Equity Shares of our Company are fully paid up as on the date of the Prospectus.

19. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares only.

20. Neither the Book Running Lead Managers, nor their associates hold any Equity Shares of our Company as on the date of this Prospectus.

21. No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

## OBJECTS OF THE ISSUE

The issue comprises of fresh issue of 24,25,000 equity shares of our company at an issue price of ₹ 135 per equity share. We intend to utilize the proceeds of the issue to meet the following objects:

1. To meet the working capital requirements;
2. Installation of EV charging Station;
3. General Corporate Purposes; and
4. To meet the issue expenses

*(Collectively referred as the “Objects”)*

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange and enhancement of our Company’s brand name. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amount
Gross proceeds of the issue	3,273.75
Less: issue related expenses	523.00
<b>Net Proceeds</b>	<b>2,750.75</b>

*(₹ in lakhs)*

### Schedule of implementation, requirement of funds and utilization of net proceeds

The Net Proceeds are proposed to be utilised and are currently expected to be deployed in accordance with the schedule set forth below:

Particulars	Total estimated cost	Amount to be financed from Net Proceeds	Estimated utilization of Net Proceeds
			FY 2024
To meet the working capital requirements	650.00	650.00	650.00
Installation of EV charging Station	1,445.41	1,445.41	1,445.41
General Corporate Purposes *	655.34	655.34	655.34
<b>Total</b>	<b>2,750.75</b>	<b>2,750.75</b>	<b>2,750.75</b>

*(₹ in lakhs)*

*\* Amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the issue*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled financial year is not completely met, due to the reasons stated above, the same shall be utilised in the next financial year, as may be determined by our Company, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the Objects are lower than the proposed deployment such balance will be used towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Net Proceeds in accordance with the SEBI ICDR Regulations

### **Means of finance**

Since the entire fund requirement of ₹ 2,750.75 lakhs will be met from the Net Proceeds hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 230 (1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

### **Details of the Objects of the Issue**

#### ***1. To meet the working capital requirements***

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services.

As a part of our business strategy, we intend to enter into EV charging business. Our company vide letter dated April 19, 2022, received from New & Renewable Energy Development Corporation of Andhra Pradesh Limited (NREDCAP), a State Government – ISO 9001:2015 has been provisionally empanelled for development of charging infrastructure for the year 2022 – 23. Pursuant to this letter, we have to conduct a feasibility study for various locations identified by NREDCAP. Upon successfully completion of feasibility study, our company will inform NREDCAP of our intention to set the EV charging station at a location of our choice. Subsequently, a tripartite agreement will be signed between our company, NREDCAP and landowner and thereafter process of setting EV charging station will commence. However, as on the date of this Prospectus, we have signed one tripartite agreement with NREDCAP. With the increase in business, it may result in increase in the quantum of working capital requirements. At present, we fund a majority of our working capital requirements in the ordinary course of business from borrowing and internal accruals.

### **Basis of estimation, assumptions and justification of working capital requirements**

The estimates of the working capital requirements for the financial years ending on March 31, 2024, have been prepared based on the management estimates of future financial performance. The projection has been prepared using a set of assumptions that include assumptions about future events and management's actions that are not necessarily expected to occur. On the basis of existing and estimated working capital requirement of our Company on standalone basis, and assumptions for such working capital requirements, our Board pursuant through its resolution dated May 16, 2023 has approved the projected working capital requirements for Financial Years 2024 and the proposed funding of such working capital requirements as set forth below:



Particulars	As at			
	March 31, 2021 (Audited)	March 31, 2022 (Audited)	March 31, 2023 (Audited)	March 31, 2024 (Estimated)
<b>Current Assets</b>				
Inventories	690.65	845.88	1,316.78	1,611.24
Trade Receivables	14.58	480.06	720.34	955.00
Cash and cash equivalents	0.80	9.81	11.37	389.86
Short term loans and advances	1.50	75.69	53.18	142.64
Other current assets	0.00	0.00	0.00	144.17
<b>Total Current Assets (A)</b>	<b>707.53</b>	<b>1,411.44</b>	<b>2,101.67</b>	<b>3242.91</b>
<b>Current Liabilities</b>				
Trade Payables	5.63	327.83	472.85	435.00
Other current liabilities	16.54	146.92	137.65	360.00
Short term provisions	10.08	59.51	250.57	189.00
<b>Total Current Liabilities (B)</b>	<b>32.25</b>	<b>534.26</b>	<b>861.07</b>	<b>984.00</b>
<b>Total Working Capital Requirements (A - B)</b>	<b>675.28</b>	<b>877.18</b>	<b>1,240.60</b>	<b>2,258.91</b>
<b>Source of funding</b>				
Borrowings and internal accruals	<b>675.28</b>	<b>877.18</b>	<b>1,240.60</b>	<b>1,608.91</b>
Amount proposed to be utilized from Net Proceeds				<b>650.00</b>

\* Pursuant to certificate issued by our Peer Review Auditor M/s A. K. Ostwal & Co., Chartered Accountants dated May 20, 2023 having UDIN no. 23140574BGTQMV5704.

### Assumptions

Particulars	As at			
	March 31, 2021 (Audited) (Days)	March 31, 2022 (Audited) (Days)	March 31, 2023 (Audited) (Days)	March 31, 2024 (Estimated) (Days)
<b>Current Assets</b>				
Trade Receivables	16	139	109	94
Inventories	761	254	199	158
<b>Current Liabilities</b>				
Trade Payables	6	98	71	43

### Justifications

<b>Particulars</b>	<b>Justification</b>
Inventories	Our Inventory days were 761 days in FY 2021, 254 days in FY 2022, 199 days in FY 2023 and we expect to maintain our Inventory days to be 158 days in FY 2024 due to we will offer bulk discount, customer will get better deal while placing bulk purchase order.
Trade Receivables	Our trade receivables days were 16 days in FY 2021 and 139 days in FY 2022 and 109 days in FY 2023. We are modifying our credit policy so we are expecting the recovery will be done on time therefore we expect our trade receivables days to decrease from 94 days in FY 2024.
Trade Payables	Our trade payables days were 6 days in FY 2021, 98 days in FY 2022 and 71 days in FY 2023 and we expect to maintain our trade payables days to be 43 days in FY 2024 as we are getting early collection from our customers.

## **2. Installation of EV charging station**

As a part of our business strategy, we intend to enter into EV charging business. Our company wide letter dated April 19, 2022, received from New & Renewable Energy Development Corporation of Andhra Pradesh Limited (NREDCAP), a State Government – ISO 9001:2015 has been provisionally empanelled for development of charging infrastructure for the year 2022 – 23. Pursuant to this letter, we have to conduct a feasibility study for various locations identified by NREDCAP. Upon successfully completion of feasibility study, our company will inform NREDCAP of our intention to set the EV charging station at a location of our choice. Subsequently, a tripartite agreement will be signed between our company, NREDCAP and landowner and thereafter process of setting EV charging station will commence. However, as on the date of this Prospectus, we have signed one tripartite agreement with NREDCAP. Also, our promoter has no prior experience for installation of EV charging station. For further details on aforesaid strategy, see “*Risk Factors*” and “*Our Business – Our Strategies*” beginning on pages 28 & 103 of this Prospectus.

Our company proposes to utilise an estimated amount of ₹ 1,445.41 lakhs from the net proceeds towards installation of EV charging station at various locations in the state of Andhra Pradesh. As on the date of filing of this Prospectus, based on successful feasibility study conducted by agency P&D Global Technologies Private Limited (agency) appointed by us where we have received positive confirmation from the agency, we have identified following 25 locations, where we intend to install the EV charging stations

<b>Sr No</b>	<b>District</b>	<b>City</b>	<b>Name of the location</b>	<b>Name of the Land Owner / Department</b>	<b>Survey Status</b>	<b>no. of stations to installed</b>
1	Srikakulam	29 Srikakulam	Nagavali Hotel, Srikakulam	Varada Venkata Anand, 9849989994	Done, Recommended by Survey agency	1
2	Srikakulam	39 Bobbili	Bobbili	APSRTC	Done, Recommended by Survey agency	1
3	Srikakulam	43 Saluru	Saluru	APSRTC	Done, Recommended by Survey agency	1
4	East Godavari	47 Kakinada	Kakinada	APSRTC	Done, Recommended	1

Sr No	District	City	Name of the location	Name of the Land Owner / Department	Survey Status	no. of stations to installed
					by Survey agency	
5	East Godavari	49 Amalapuram	Amalapuram	APSRTC	Done, Recommended by Survey agency	1
6	West Godawari	22 Tadepalligudem	Tadepalligudem	APSRTC	Done, Recommended by Survey agency	1
7	Chittoor	36 Chittoor	Nendragunta, Chittoor-tirupati road	Shree Keerthi fuels	Done, Recommended by Survey agency (P D GLOBAL)	1
8	West Godawari	24 Dwaraka Tirumala	Dwaraka Tirumala	APSRTC	Done, Recommended by Survey agency	1
9	Krishna	15 Vijaywada	CBT/VJA	ASPRTC	Done, Recommended by Survey agency	1
10	Guntur	45 Chilakaluripet	Chilakaluripet	APSRTC	Done, Recommended by Survey agency	1
11	Guntur	46 Tenali	Tenali	APSRTC	Done, Recommended by Survey agency	1
12	East Godavari	49 Amalapuram	Sri Venkatarama agencies amalapuram lock no. 294/37	Subba Raju Saripella 9492051565	Done, Recommended by Survey agency	1
13	West Godavari	23, Bhimavaram	Sri Umamaheswara Agro Service Bhimavaram Lock 8391 / 37	Appa Rao K 9441649999	Done, Recommended by Survey agency	1
14	Srikakulam	29 Srikakulam	Jyothi Filling Station Hiramandalam, Srikakulam Dist	D.Kanthamma Kanthamma 9553624880	Done, Recommended by Survey agency	1
15	Visakhapatnam	14 Vishakhapatnam	Sri Ganapathy Agency Malkapuram, Vizag City	P.Radhamni P Radha 9866377272	Done, Recommended by Survey agency	1
16	Krishna	15 Vijaywada	M.Narayana Prasad (Ssi) Lock T1-	Smt. M Padmavathi	Done, Recommended	1

Sr No	District	City	Name of the location	Name of the Land Owner / Department	Survey Status	no. of stations to installed
			77/8/9/80/1/2/3/4/5/6 D.No	Malineni 9848126024	by Survey agency	
17	Guntur	34 Guntur	S.Gulzar Mohamed &Co Lock T1-405/6/9 Dno:151	MD Jaffar Ali Basha 9848520166	Done, Recommended by Survey agency	1
18	Guntur	34 Guntur	Anuradha Traders Lock T1-387/8/9/90 Dno:145	V. Venkat RAO 9849129999	Done, Recommended by Survey agency	1
19	Vizianagaram	40 Parvathipuram	Sri Lakshmi Oil Filling Station Parvathipuram, Vizianagaram Dist	Sairam Sairam 9440193178	Done, Recommended by Survey agency	1
20	Srikakulam	29 Srikakulam	Ganapathi Agencies-Lock No.T1 91,92 T.S.No.961/1,2 &967/2, Srikakulam	V Soubhagyavathi V Soubh 9440069365	Done, Recommended by Survey agency	1
21	Vizianagaram	28 Vizainagaram	Datta Sai Agencies D.No.17-15-90, Ayodhya Road	Smt AN Ratnam Smt AN 9440013166	Done, Recommended by Survey agency	1
22	Krishna	15 Vijaywada	Arrival Block, Pandit Nehru Bus Stop, Krishnalanka, Vijayawada	APSRTC PNBS/VJA	Done, Recommended by Survey agency	1
23	West Godavari	West Godavari/Tadepalli	West Godavari, Nh-5, Tanuku Road, Tadepalli Gudem	Sri Kamala Corpration	Done, Recommended by Survey agency	1
24	Bhimavaram	Bhimavaram	Ggwh+2rx, Somavaram, Gandhinagar, Bhimavaram	APSRTC, Bhimavaram	Done, Recommended by Survey agency	1
25	Machilipatnam	25 Machlipatnam	Machilipatnam	APSRTC Bus Stand (Depot)	Done, Recommended by Survey agency	1
<b>Total No. of Stations to be installed</b>						<b>25</b>

The above locations have been identified by us based on successful feasibility study conducted through an agency appointed by us. However, as on the date of this Prospectus, we have signed one tripartite agreement, and hence, the above locations may be subject to change.

While we propose to utilize up to 1,445.41 lakhs towards expenses / equipments / machinery identified below, based on our current estimates, the specific number and nature of such expenses / equipments / machinery to be purchased by our Company, at its discretion, will depend on our business requirements at the time of actual installation of EV charging station. An indicative list of such expenses / equipments / machinery that we intend to purchase for deployment at above locations, based on management estimates, along with details of the quotations as received, have been set forth.

**A) TC1D60 (60kW) & TC2D180 (180kW) Dual Connector CCS2 DC Fast EVC**

<b>Quotation dated</b>	October 7, 2022
<b>Reference number</b>	PRO-000163_R2
<b>Vendor</b>	Tirex Transmission Private Limited
<b>Vendor Office Address</b>	4B, Hitendranagar Sahkari Audhyogik Vasahat Ltd, Opp. Diamond Park, Nr.GIDC Naroda, Ahmedabad - 382340, Gujarat, India

Sr No	Item	Quantity	Per Unit Rate	GST Rate	Amount (₹ in lakhs)
1	<b>TC2D60</b> – 60kW Dual Connector CCS2 DC Fast EVC <b>Including</b> - Packaging - Installation & Commissioning - 24 Months (2 Years) Warranty - Freight & Insurance – At actual client scope	25	9.55	5%	238.75
2	<b>TC2D180</b> – 180kW Dual Connector CCS2 DC Fast EVC <b>Including</b> - Packaging - Installation & Commissioning - 24 Months (2 Years) Warranty - Freight & Insurance – At actual client scope	25	22.58	5%	564.50
<b>Total amount exclusive of GST</b>					<b>803.25</b>
<b>GST (%)</b>					<b>40.16</b>
<b>Total Amount inclusive of GST</b>					<b>843.41</b>

**B) Cost of substation and transformer, civil work and installation charges**

<b>Quotation dated</b>	October 12, 2022
<b>Reference number</b>	044/22-23
<b>Vendor</b>	Kintech Synergy Private Limited
<b>Vendor Office Address</b>	Kintech House, 8-9, Shivalik Plaza, Opp. AMA, IIM Road, Ahmedabad Gujarat 380015 India

Sr No	Description	Unit	Quantity	Rate / Unit (₹ in lakhs)	Amount (₹ in lakhs)
1	Cost of substation and transformer	Job	25	6.36	158.90
2	Civil work of the site (including approach pavement, RCC bed for charger etc.)	Job	25	2.54	63.56
3	Installation charges (transportation and insurance of the charger to the site, manpower for installation etc.)	Job	25	2.97	74.15
<b>Total amount exclusive of GST</b>					<b>296.61</b>

Sr No	Description	Unit	Quantity	Rate / Unit (₹ in lakhs)	Amount (₹ in lakhs)
<b>GST (%)</b>					<b>53.39</b>
<b>Total Amount inclusive of GST</b>					<b>350.00</b>

### C) Site management and support mechanism

<b>Quotation dated</b>	October 11, 2022
<b>Reference number</b>	FEP202210471
<b>Vendor</b>	Futuregenic Engineering Private Limited
<b>Vendor Office Address</b>	Unit No 270, ACM - Aggarwal City Plaza 17, District Centre Manglam Place, Sec - 3 Rohini New Delhi Delhi 110085 India

Description	Unit	Units	Rate / Unit (₹ in lakhs)	HSN / SAC code	Amount (₹ in lakhs)
Engineering advisory services, site management and support mechanism 24/7 for 1 year including security, supervision and maintenance	Site	25	8.54	998331	213.56
<b>Total amount exclusive of GST</b>					<b>213.56</b>
<b>GST (%)</b>					<b>38.44</b>
<b>Total Amount inclusive of GST</b>					<b>252.00</b>

As on the date of filing of this Prospectus, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machinery or at the same costs. It will be based on management estimates and our business requirements at the time of installing the EV charging stations. Our Company shall have the flexibility to deploy funds according to the business requirements of our Company and based on estimates of our management.

No second hand or used equipment / machinery is proposed to be purchased out of the Net Proceeds. Each of the units of equipments / machinery mentioned above is proposed to be acquired in a ready-to-use condition, post installation and commissioning requirement. Further, the Promoter, Directors, Key Managerial Personnel and the Group Company do not have any interest in the proposed acquisition of the equipments / machinery or in the entity from whom we have obtained quotations in relation to such proposed acquisition of the machinery and our Company has confirmed that such entities do not form part of our Promoter Group or Group Company.

### 3. General corporate purposes

We will have flexibility in utilizing the balance net proceeds, for general corporate purposes, subject to such utilisation not exceeding 25% of the gross proceeds from the issue, in accordance with SEBI ICDR Regulations, including but not restricted towards part or full prepayment / repayment of our borrowings, capital expenditure, strategic initiatives, initiatives, funding growth opportunities, including acquisitions and meeting exigencies, brand building, meeting expenses incurred by our Company and strengthening of our manufacturing capabilities, as may be applicable. The quantum of utilisation of funds toward the aforementioned purposes will be determined by our Board based on the amount actually available under the head "General Corporate Purposes" and the corporate requirements of our Company

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any which are not applied to the other purposes set out above

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and approved periodically by the Board. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular Object i.e., the utilization of Net Proceeds

#### 4. Issue related expenses

The break-up for the estimated issue related expenses are as set forth below:

Activity Expense	Amount <sup>(1)</sup> (₹ in lakhs)	Percentage of total estimated issue expenses <sup>(1)</sup>	Percentage of issue size <sup>(1)</sup>
Issue relating expenses such as fees to Book Running Lead Managers Fixed Fee, Registrar to the Issue, Legal Advisors, Auditors, Paper Advertisements and other expenses incurred / to be incurred including promotional expenses	45.00	8.60	1.37
Underwriting commission, brokerage and selling, marketing, commission (including Commission/processing fees for SCSBs, Sponsor Bank, Members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>(2)(3)</sup> )	450.50	86.14	13.76
Listing fees, Stock Exchange processing/ listing fees, software fees, Depositories' fees, other regulatory expenses and sundry expenses.	27.50	5.26	0.84
<b>Total estimated Issue expenses</b>	<b>523.00</b>	<b>100.00</b>	<b>15.98</b>

**Notes:**

1. The fund deployed towards issue expenses is ₹ 5.00 lakhs pursuant to certificate issued by our Statutory Auditor M/s A.K.Ostwal & Co., Chartered Accountants dated May 20, 2023 having UDIN no. 23140574BGTQMU9658 and the same will be recouped out of issue expenses.
2. Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non – Institutional Applicants, would be 0.15% on the allotment amount on the application wherein shares are allotted.
3. Includes commission and Processing fees of ₹ 10 per valid application forms for SCSBs. In case the total processing fees and selling commission payable to SCSBs exceeds ₹ One lakh, then the amount payable would be proportionately distributed based on the number of valid applications such that the total Fees and commission payable does not exceed ₹ One lakh.

#### Interim use of Net Proceeds

The Net Proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

#### Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

#### Monitoring Utilization of Funds

As the size of the Issue will not exceed ₹ 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the issue without our Company being authorized to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### **Other confirmations**

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, our Directors, our Key Management Personnel or our Group Company. Except in the normal course of business and in compliance with applicable law, there are no existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoter, Promoter Group, our Directors, our Key Management Personnel or our Group Company.

Further, pursuant to the issue, the Net Proceeds received by our Company shall only be utilised for objects identified by our Company and for general corporate purposes and none of our Promoter, Promoter Group, Group Companies of our Company, as applicable, shall receive a part of or whole Net Proceeds directly or indirectly.



## BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “*Risk Factors*”, the details about our Company under the section titled “*Our Business*” and its financial statements under the section titled “*Financial Information*” beginning on pages 28, 103 and 147 respectively of this Prospectus.

The trading price of the Equity Shares of Our Company could decline due to these risks and the investors may lose all or part of their investment.

The Issue Price is determined by our Company in consultation with the BRLMs on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Issue Price is ₹ 135, which is 13.5 times the face value.

### Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Issue Price are:

- End-to-end IT services
- Quality of services
- Certifications, Awards and Accreditations
- Leveraging the experience of our Promoter.

For further details, please refer to the paragraph titled “*Our Competitive Strengths*” in the section titled “*Our Business*” on page 103 of this Prospectus.

### Quantitative factors

Information presented below is derived from our Company’s Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic and Diluted Earnings Per Share (EPS):

Financial Year	Basic & Diluted EPS (in ₹)	Weights
March 31, 2023	11.48	3
March 31, 2022	2.54	2
March 31, 2021	0.30	1
<b>Weighted Average EPS</b>	<b>6.64</b>	

*\*Source: Restated Financial Statements*

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

*Note:*

*Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.*

○ *Basic and Diluted Earnings per share =*

*Restated Profit Attributable to Equity Shareholders*

*Equivalent Weighted Average number of Equity Shares at the end of the year / period*

○ *The face value of each Equity Share is ₹10.*

○ *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS \* Weight) for each fiscal] / [Total of weights].*

○ Weighted average number of Equity Shares are 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 multiplied by the time weighing factor. The time weighing 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. The figures disclosed above are based on the Restated Financial Information of our Company.

## 2. Price/Earning (P/E) ratio in relation to Price Band of ₹ 132 to ₹ 135 per Equity Share:

Particulars	P/E at the lower end of the price band	P/E at the upper end of the price band
P/E ratio based on Basic EPS for Financial Year 2023	11.50	11.76
P/E ratio based on Diluted EPS for Financial Year 2023	11.50	11.76
Industry*		

\*There are no listed companies in India that are engaged in a business similar to that of our company accordingly it is not possible to provide an industry comparison in relation to our company.

## 3. Return on Net Worth (RONW)

Financial Years	Return on Net Worth (RONW) (%)	Weights
March 31, 2023	59.24	3
March 31, 2022	31.23	2
March 31, 2021	94.27	1
<b>Weighted Average RONW</b>	<b>55.74</b>	

\*Source: Restated Financial Statements

### Note:

- The RONW has been computed using the below formula

$$\frac{\text{Restated Profit Attributable to Equity Shareholders} * 100}{\text{Restated Net worth for the year / period}}$$

- Weighted average Return on Net Worth = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. [(RoNW \* Weight) for each fiscal year] / [Total of weights].

## 4. Net Asset value (NAV) per Equity Share

Particulars	Amount (₹)
Net Asset Value per Equity Share as of March 31, 2023	19.38
After Completion of the Issue	
-At Floor Price	53.53
-At Cap price	54.44
Issue Price per Equity Share	135.00
Net Asset Value per Equity Share after the Issue	54.44

### Note:

- Net Asset Value per Equity Share has been calculated as net worth divided by Weighted Average No. of equity shares at the end of the year/period.
- Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserves, if any) of our Company.

## 5. Comparison of Accounting ratios with Peer Group Companies

As on the date of this Prospectus, there are no comparable peer which is listed companies in India and which are engaged in the same line of business as our Company, hence comparison with industry peers is not applicable.

## 6. Key Performance indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

KPI	Explanations
Revenue from Operations (₹lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Revenue	Total Revenue is used to track the total revenue generated by the business including other income.
Operating EBITDA (₹ lakhs)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track the how effectively company is utilizing its working capital to generate revenue.
Return on Net Worth	This metric enables us to track how much profit a company generates with the money that the equity shareholders have invested.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated May 16, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the

Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by A.K. Ostwal & Co., by their certificate dated May 20, 2023.

### Financial KPI of our Company

Sr No.	Metric	As of and for the Fiscal		
		2023	2022	2021
1	Revenue From operations (₹ in lakhs)	2,414.23	1,217.39	331.47
2	Total revenue (₹ in lakhs)	2,414.22	1,217.39	331.47
3	Operating EBITDA (₹ in lakhs)	967.45	277.70	84.30
4	Operating EBITDA Margin (%)	40.07%	22.81%	25.43%
5	Profit/(loss) after tax for the year/ period (₹ in lakhs)	639.63	141.18	16.44
6	Net profit Ratio/ Margin (%)	26.49%	11.60%	4.96%
7	Return on Equity (ROE) (%)	83.52%	60.14%	178.31%
8	Debt To Equity Ratio	0.44	1.13	41.47
9	Interest Coverage Ratio	15.06	3.84	1.45
10	ROCE (%)	61.05%	27.76%	10.88%
11	Current Ratio	1.57	1.35	0.94
12	Net Capital Turnover Ratio	3.16	3.34	(6.91)

#### Notes:

- As certified by A.K.Ostwal & Co, Chartered Accountants pursuant to their certificate dated May 20, 2023. The Audit committee in its resolution dated May 16, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.
- Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- Operating EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.
- Operating EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.
- Return on equity (RoE) is equal to profit for the year divided by the total average equity during that period and is expressed as a percentage.
- Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by total equity (which includes issued capital and all other equity reserves).
- Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment.
- RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total average equity plus non-current liabilities.
- Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.

Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).

### Comparison of key performance indicators with Peer Group Companies

As on the date of this Prospectus, there are no comparable peer which is listed companies in India and which are engaged in the same line of business as our Company, hence comparison with industry peers is not applicable

## 7. Weighted average cost of acquisition (“WACA”), floor price and cap price

### (a) *The price per share of our Company based on the primary / new issue of shares (equity / convertible securities)*

The details of the Equity Shares or convertible securities issued(excluding Equity Shares issued under any ESOP Scheme and issuance of bonus shares), during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuance”) are as follows:

Date of allotment	No. of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹) *	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
March 21,2022	39,33,493	10	7.48	Right Issue	Cash	294.17
<b>Weighted average cost of acquisition</b>						<b>7.48</b>

*Note: Adjusted for bonus shares allotted in the ratio of ninety equity shares for every one equity share pursuant to allotment dated March 25, 2022, and for bonus shares allotted in the ratio of eight equity shares for every ten equity share pursuant to allotment dated September 09, 2023.*

### (b) *The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)*

The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the secondary sale / acquisition of Equity Shares or convertible securities involving Promoter, Promoter Group during the 18 months preceding the date of filing of this Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoters, members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s)and excluding ESOPs granted but not vested),in a single transaction or multiple transactions combined together over a span of rolling 30 days

Floor price and cap price being x times the weighted average cost of acquisition (WACA) based on primary/ secondary transaction(s) as disclosed in terms of clause (a) and (b), shall be disclosed in the following manner:

	<b>Weighted average cost of acquisition</b>	<b>Floor Price</b>	<b>Cap Price</b>
<b>Past Transactions</b>	(₹)	₹132	₹135
WACA of Equity Shares that were issued by our Company	7.48	17.65 times	18.05 times
WACA of Equity Shares that were acquired or sold by way of secondary transactions	N.A.	N.A.	N.A.

Note:

**8. The Issue Price is 13.5 times of the Face Value of the Equity Shares.**

The Issue Price of ₹ 135 has been determined by our Company in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Management Discussion and Analysis of Financial Position and Results of Operations*” and “*Financial Information*” on pages 28, 103, 168 and 147, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “*Risk Factors*” and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,  
**The Board of Directors**  
**Sahana System Limited**  
**(Formerly known as Sahana System Private Limited)**  
901-A-Block, Mondeal Square,  
Nr. Iscon Elegance, S.G. Highway,  
Prahladnagar Ahmedabad – 380 015

**Unistone Capital Private Limited**  
305, A Wing, Dynasty Business Park,  
Andheri Kurla road, Andheri East,  
Mumbai, Maharashtra – 400059, India.  
(Unistone Capital Private Limited referred to as the “**Book Running Lead Manager**”)

**Interactive Financial Services Limited**  
612, 6th Floor, Shree Balaji Heights,  
Kokilaben Vyas Marg, Ellisbridge,  
Ahmedabad – 380 009, Gujarat, India  
(Interactive Financial Services Limited referred to as the “**Book Running Lead Manager**”)

Dear Sir(s):

**Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of Sahana System Limited (Formerly known as Sahana System Private Limited) (the “Company” and such offering, the “Issue”)**

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We report that the enclosed statement in **Annexure A**, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘**Act**’), as amended by the Finance Act, 2021 i.e. applicable for FY 2022-23 and AY 2023-24, and other direct tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to 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 his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. We are neither suggesting nor advising the investor to invest money based on this statement.

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

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

Yours sincerely,

**For, A. K. Ostwal & Co.**  
**Chartered Accountant**  
**FRN: 107200W**

**Sd/-**  
**CA Amit M Ajagiya**  
**Partner**  
**Membership No.:140574**  
**Peer Review No: 011897**  
**Date: May 20, 2023**  
**Place: Ahmedabad**  
**UDIN: 23140574BGTQMI9226**

**Enclosed: Annexure-A**



## Annexure-A

### **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS**

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2021 presently in force in India. It 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 Equity 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.

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)**

There is no possible special tax benefit available to the company under Income Tax Act, 1961.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)**

The Shareholders of the company are not entitled to any possible Special Tax benefit under Income Tax Act, 1961

#### **Notes:**

- 1. We have not considered the general tax benefits available to the Company, or shareholders of the Company.*
- 2. The above is as per the Tax Laws as on date.*
- 3. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares*
- 4. This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them.*

## **SECTION V – ABOUT THE COMPANY INDUSTRY OVERVIEW**

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. 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.*

*Industry sources and publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 28 and 147 of Prospectus*

### **GLOBAL ECONOMIC OVERVIEW**

Global growth, estimated at 3.4 percent in 2022, is projected to fall to 2.9 percent in 2023 before rising to 3.1 percent in 2024. Compared with the October forecast, the estimate for 2022 and the forecast for 2023 are both higher by about 0.2 percentage point, reflecting positive surprises and greater-than-expected resilience in numerous economies. Negative growth in global GDP or global GDP per capita which often happens when there is a global recession is not expected. Nevertheless, global growth projected for 2023 and 2024 is below the historical (2000–19) annual average of 3.8 percent. The forecast of low growth in 2023 reflects the rise in central bank rates to fight inflation- especially in advanced economies as well as the war in Ukraine. The decline in growth in 2023 from 2022 is driven by advanced economies; in emerging markets and developing economies, growth is estimated to have bottomed out in 2022. Following the path of global demand, world trade growth is expected to decline in 2023 to 2.4 percent, despite an easing of supply bottlenecks, before rising to 3.4 percent in 2024.

For advanced economies, growth is projected to decline sharply from 2.7 percent in 2022 to 1.2 percent in 2023 before rising to 1.4 percent in 2024, with a downward revision of 0.2 percentage point for 2024. About 90 percent of advanced economies are projected to see a decline in growth in 2023.

In the United States, growth is projected to fall from 2.0 percent in 2022 to 1.4 percent in 2023 and 1.0 percent in 2024. With growth rebounding in the second half of 2024, growth in 2024 will be faster than in 2023 on a fourth-quarter-over-fourth-quarter basis, as in most advanced economies.

Growth in the United Kingdom is projected to be –0.6 percent in 2023, a 0.9 percentage point downward revision from October, reflecting tighter fiscal and monetary policies and financial conditions and still-high energy retail prices weighing on household budgets.

For emerging market and developing economies, growth is projected to rise modestly, from 3.9 percent in 2022 to 4.0 percent in 2023 and 4.2 percent in 2024, with an upward revision of 0.3 percentage point for 2023 and a downward revision of 0.1 percentage point for 2024. About half of emerging markets and developing economies have lower growth in 2023 than in 2022.

Growth in emerging and developing Asia is expected to rise in 2023 and 2024 to 5.3 percent and 5.2 percent, respectively, after the deeper-than-expected slowdown in 2022 to 4.3 percent attributable to China’s economy. China’s real GDP slowdown in the fourth quarter of 2022 implies a 0.2 percentage point downgrade for 2022 growth to 3.0 percent the first time in more than 40 years with China’s growth below the global average. Growth in China is projected to rise to 5.2 percent in 2023, reflecting rapidly improving mobility, and to fall to 4.5 percent in 2024 before settling at below 4 percent over the medium term amid declining business dynamism and slow progress on structural reforms. Growth in India is set

to decline from 6.8 percent in 2022 to 6.1 percent in 2023 before picking up to 6.8 percent in 2024, with resilient domestic demand despite external headwinds.

### **Inflation Peaking:**

About 84 percent of countries are expected to have lower headline (consumer price index) inflation in 2023 than in 2022. Global inflation is set to fall from 8.8 percent in 2022 (annual average) to 6.6 percent in 2023 and 4.3 percent in 2024—above pre-pandemic (2017–19) levels of about 3.5 percent.

In advanced economies, annual average inflation is projected to decline from 7.3 percent in 2022 to 4.6 percent in 2023 and 2.6 percent in 2024—above target in several cases.

In emerging markets and developing economies, projected annual inflation declines from 9.9 percent in 2022 to 8.1 percent in 2023 and 5.5 percent in 2024, above the 4.9 percent pre-pandemic (2017–19) average.

In low-income developing countries, inflation is projected to moderate from 14.2 percent in 2022 to 8.6 percent in 2024—still high, but close to the pre-pandemic average.

### **Overview of the World Economic Outlook Projections:**

*(Percent change, unless noted otherwise)*

<b>Country/Group</b>	<b>2021</b>	<b>2022E</b>	<b>2023P</b>	<b>2024P</b>
World Output	6.2	3.4	2.9	3.1
Advanced Economies	5.4	2.7	1.2	1.4
United States	5.9	2.0	1.4	1.0
Euro Area	5.3	3.5	0.7	1.6
Japan	2.1	1.4	1.8	0.9
United Kingdom	7.6	4.1	-0.6	0.9
Canada	5.0	3.5	1.5	1.5
Other Advanced Economies*	5.3	2.8	2.0	2.4
Emerging Market and Developing Economies	6.7	3.9	4.0	4.2
Emerging and Developing Asia	7.4	4.3	5.3	5.2
China	8.4	3.0	5.2	4.5
India#	8.7	6.8	6.1	6.8
Emerging and Developing Europe	6.9	0.7	1.5	2.6
Latin America and the Caribbean	7.0	3.9	1.8	2.1
Middle East and Central Asia	4.5	5.3	3.2	3.7
<b>Sub-Saharan Africa</b>	<b>4.7</b>	<b>3.8</b>	<b>3.8</b>	<b>4.1</b>

*E: Estimate*

*P: Projections*

\* Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.

# For India, data and projections are presented on a fiscal year basis, with FY 2022-23 (starting in April 2022) shown in the 2022 column. India's growth projections are 5.4 percent in 2023 and 6.8 percent in 2024 based on calendar year.

The global fight against inflation, Russia's war in Ukraine, and a resurgence of COVID-19 in China weighed on global economic activity in 2022, and the first two factors will continue to do so in 2023.

Despite these headwinds, real GDP was surprisingly strong in the third quarter of 2022 in numerous economies, including the United States, the euro area, and major emerging market and developing economies. The sources of these surprises were in many cases domestic: stronger-than-expected private consumption and investment amid tight labour markets and greater-than-anticipated fiscal support. Households spent more to satisfy pent-up demand, particularly on services, partly by drawing down their stock of savings as economies reopened. Business investment rose to meet demand. On the supply side, easing bottlenecks and declining transportation costs reduced pressures on input prices and allowed

for a rebound in previously constrained sectors, such as motor vehicles. Energy markets have adjusted faster than expected to the shock from Russia's invasion of Ukraine.

In the fourth quarter of 2022, however, this uptick is estimated to have faded in most—though not all—major economies. US growth remains stronger than expected, with consumers continuing to spend from their stock of savings (the personal saving rate is at its lowest in more than 60 years, except for July 2005), unemployment near historic lows, and plentiful job opportunities. But elsewhere, high-frequency activity indicators (such as business and consumer sentiment, purchasing manager surveys, and mobility indicators) generally point to a slowdown.

Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/01/31/world-economic-outlook-update-january-2023>

## **INDIAN ECONOMY**

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

### **Market Size**

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

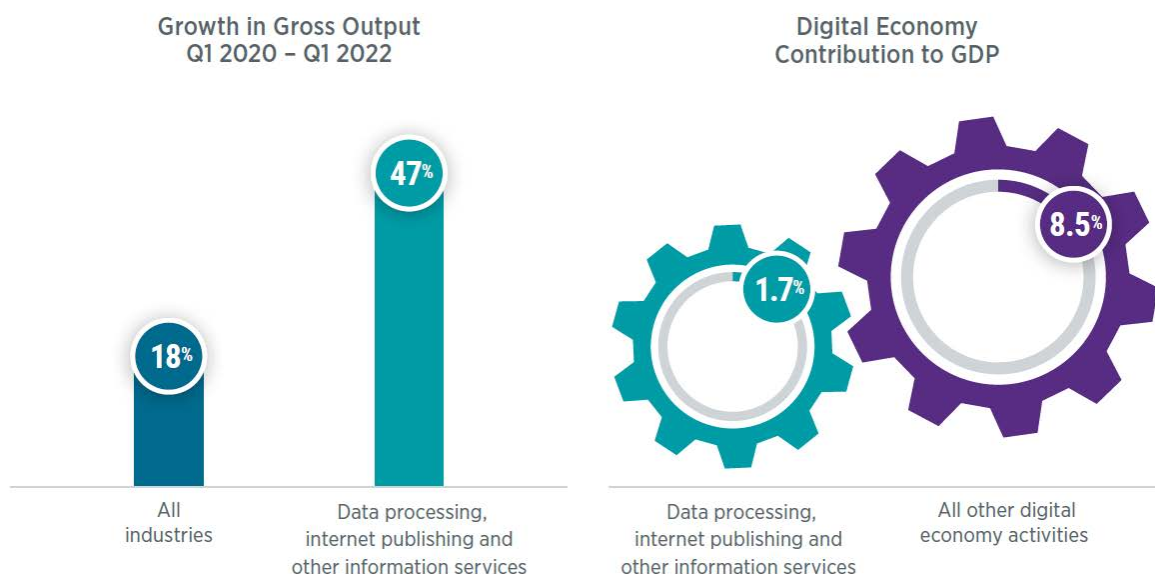
According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.

### **Global IT Industry:**

The importance of technology in our modern world means that the technology industry is a true force to be reckoned with. The sheer size of the industry makes it one of the dominant sectors in the global economy, and the rapid growth and rate of change within the industry make it a central player in developing business standards and regulations. The impact of technology goes far beyond the core tech industry, though. While there are myriad opportunities directly related to digital product development or service delivery, there are countless more opportunities opening up around the world as technology influences every business and every industry vertical.

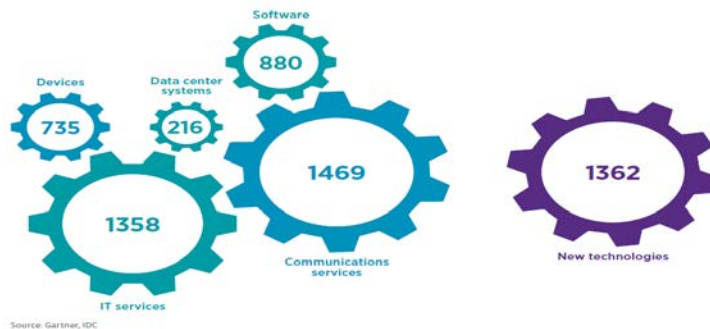
## Economic Impact Of Technology



Source: U.S. Department of Commerce Bureau of Economic Analysis

To start, consider economic output. According to the Bureau of Economic Analysis (BEA) within the U.S. Department of Commerce, overall GDP grew by 18% between Q1 of 2020 and Q1 of 2022. In contrast, the sub-industry that most closely represents the core tech industry (Data processing, internet publishing and other information services) grew by 47%. This growth rate trailed only two sub-industries related to oil and petroleum; many other sub-industries grew at much slower rates or experienced contraction during this time.

Although that growth alone is noteworthy, it pales in comparison to the extended impact of digital activity. As of Q1 2022, the same sub-industry contributed to 1.7% of overall U.S. GDP. Looking across industries at three broad categories of digital economic activity (infrastructure, e-commerce and priced digital services), the BEA estimates that the overall digital economy contributed to 10.2% of U.S. GDP in 2020. Roughly speaking, the extended digital activities taking place outside the core IT industry have five times more impact than direct tech industry activity. The exact numbers differ from country to country, especially in maturing economies vs. mature economies, but the basic premise holds: Technology has a massive direct and indirect impact on economic growth.



(Source-[2023 IT Industry Outlook-November 2022](#))

## **Indian IT Industry**

The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country's GDP and public welfare. The IT industry accounted for 7.4% of India's GDP in FY22, and it is expected to contribute 10% to India's GDP by 2025.

As innovative digital applications permeate sector after sector, India is now prepared for the next phase of growth in its IT revolution. India is viewed by the rest of the world as having one of the largest Internet user bases and the cheapest Internet rates, with 76 crore citizens now having access to the internet.

The current emphasis is on the production of significant economic value and citizen empowerment, thanks to a solid foundation of digital infrastructure and enhanced digital access provided by the Digital India Programme. India is one of the countries with the quickest pace of digital adoption. This was accomplished through a mix of government action, commercial innovation and investment, and new digital applications that are already improving and permeating a variety of activities and different forms of work, thus having a positive impact on the daily lives of citizens.

India's rankings improved six places to the 40th position in the 2022 edition of the Global Innovation Index (GII).

According to National Association of Software and Service Companies (Nasscom), the Indian IT industry's revenue touched US \$ 227 billion in FY22, a 15.5% YoY growth.

According to Gartner estimates, IT spending in India is expected to increase to US \$ 101.8 billion in 2022 from an estimated US \$ 81.89 billion in 2021.

Indian software product industry is expected to reach US \$ 100 billion by 2025. Indian companies are focusing to invest internationally to expand their global footprint and enhance their global delivery centres.

The data annotation market in India stood at US \$ 250 million in FY20, of which the US market contributed 60% to the overall value. The market is expected to reach US \$ 7 billion by 2030 due to accelerated domestic demand for AI.

Exports from the Indian IT industry stood at US \$ 149 billion in FY21. Export of IT services has been the major contributor, accounting for more than 51% of total IT export (including hardware). BPM and Engineering and R&D (ER&D) and software products export accounted for 20.78% each to total IT exports during FY21. ER&D market is expected to grow to US \$ 42 billion by 2022.

The IT industry added 4.45 lakh new employees in FY22, bringing the total employment in the sector to 50 lakh employees.

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India.

The Indian IT & business services industry is expected to grow to US \$ 19.93 billion by 2025. Spending on information technology in India is expected to reach US \$ 144 billion in 2023. The cloud market in India is expected to grow three-fold to US \$ 7.1 billion by 2022 with the help of growing adoption of big data, analytics, artificial intelligence, and the Internet of Things (IoT).

Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling its competitive strength with zero government interference. He further added that service exports from India has the potential to reach US \$ 1 trillion by 2030.

(Source- <https://www.ibef.org/industry/information-technology-india>)

## **RECENT DEVELOPMENTS**

Indian IT's core competencies and strengths have attracted significant investment from major countries and companies:

- In November 2022, ICICI Bank introduced two new products for its NRI clients - Loan against Deposits (LAD) and Dollar Bonds, at its branch in GIFT City.
- In November 2022, Amazon Web Services announced the launch of its second AWS infrastructure region in India - the AWS Asia Pacific (Hyderabad) Region. By 2030, it is anticipated that the region will support more than 48,000 full-time jobs annually thanks to investments totaling more than US\$ 4.4 billion in India.
- In November 2022, Google established a partnership with local gaming startup SuperGaming through its Google Cloud division. As part of the collaboration, game developers who use Google Cloud to create, host, and distribute their games will have access to SuperGaming's SuperPlatform game engine.
- HDFC Bank has partnered with Flywire to enable their customers to make fee payments digitally to overseas colleges and universities.
- In August 2022, Network People Services Technologies (NPST) announced that it was working on a banking super app. The high-end platform can be used by banks, fintech companies, and other BFSI players, and it will offer a seamless user experience with all banking, financial, and transactional services combined into a robust, smart app.
- In August 2022, PwC India announced that it was planning to hire 10,000 employees in the cloud and digital technologies space over the next five years.
- In October 2022, PE/VC investments in the technology sector stood at US\$ 157 million across 12 deals.
- The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 88.94 billion between April 2000-June 2022. The sector ranked second in FDI inflows as per the data released by Department for Promotion of Industry and Internal Trade (DPIIT). Computer software and hardware make up 14.70% of the cumulative FDI inflows.
- In July 2022, the Union Bank of India (UBI) launched a Metaverse Virtual Lounge and Open Banking Sandbox environment in partnership with Tech Mahindra.

- American-Irish consumer credit reporting company Experian is planning a major expansion of its global innovation centre (GIC) in Hyderabad to about 4,000 employees over the next three to five years. According to sources, GIC will concentrate on employing emerging technologies in the BFSI (banking, financial services, and insurance) sector, including cloud computing, big data analytics, artificial intelligence, and machine learning.

## **GOVERNMENT INITIATIVES**

Some of the major initiatives taken by the government to promote the IT and ITeS sector in India are as follows:

- In September 2022, the new Telecommunications Bill 2022 was published for public consultation by the Ministry of Communications as a move toward creating a new telecom framework in India.
- In August 2022, the Indian Computer Emergency Response Team (CERT-In), in collaboration with the Cyber Security Agency of Singapore (CSA), successfully planned and carried out the "Synergy" Cyber Security Exercise for 13 countries to build network resilience against ransomware attacks.
- In the Union Budget 2022-23, the allocation for IT and telecom sector stood at Rs. 88,567.57 crore (US\$ 11.58 billion).
- The government introduced the STP Scheme, which is a 100% export-oriented scheme for the development and export of computer software, including export of professional services using communication links or physical media.
- The Karnataka government has signed three MoUs worth US\$ 13.4 million (Rs. 100.52 crore) to help the state's emerging technology sector.
- In September 2021, the Indian government launched the Meghalaya Enterprise Architecture Project (MeghEA) to boost service delivery and governance in the state by leveraging digital technologies, to make Meghalaya a high-income state by 2030.
- The Department of Telecom, Government of India and Ministry of Communications, Government of Japan, signed an MoU to enhance cooperation in areas of 5G technologies, telecom security and submarine optical fibre cable system

(Source: <https://www.ibef.org/industry/information-technology-india>)

## **INDIA'S ARTIFICIAL INTELLIGENCE REVOLUTION**



Technological advancements have revolutionized the industry and businesses in the past few years, thus influencing the production process and supply chain. Industry 4.0 has integrated new technologies, for



instance, cloud computing, AI, analytics, and machine learning, into operations and production processes, unveiling a new generation of smart techniques. Digital technologies used in manufacturing processes facilitate self-optimization and automation, leading to operational proficiency across the entire value chain. Artificial intelligence in India is no longer a marginal technology, as enterprises and manufacturers will gain considerably from the superior deployment of machine learning technologies and AI. Companies in India are increasingly adopting AI to drive business outcomes. However, there is substantial hype around what constitutes AI.

The history of artificial intelligence in India is rich. The artificial intelligence market size has grown significantly over the past few decades. AI systems have gained eminence over the past few years due to their potential to unveil economic value and help mitigate social challenges. The adoption and development of AI surged considerably in recent years. According to a report published by the National Institute for Transforming India (NITI) Aayog in 2018, AI has the potential to add approximately US \$ 957 billion or 15% of the current gross value to the country's economy in 2035. The robust value proposition of technology is also one factor that rapidly increases the need for AI in India. AI can enhance outcomes in key sectors such as education, agriculture, and healthcare. Furthermore, AI will play a crucial role in delivering specialized services, for instance, precision agriculture advisory or remote diagnostics, and increases the entrance to government welfare services.

(Source <https://www.ibef.org/research/case-study/india-s-artificial-intelligence-revolution>)

### **Indian IT sector to touch \$245 billion in FY23: Nasscom**

India's IT exports are expected to grow faster than the in the 2022-23 financial year, despite subdued sentiment and longer decision-making cycles leading to pronounced cost-optimisation measures. India's GDP is estimated to grow at 7% during this year.

Information Technology industry body said on Wednesday that India's export revenue in the sector is expected to rise by 11.4% in constant currency terms to \$194billion. In reported terms, it grew 9.4% with a cross-currency impact of 2%. Overall, India's tech industry is estimated to touch \$245 billion in the 2022-23 financial year, with an incremental revenue addition of \$19 billion during the same period.



The US, which continues to be a mainstay market, grew at 10.4% and APAC at 10.1%. However, the industry experienced slower growth in Europe at 7.3%. The growth came from core sectors: BFSI, manufacturing, and telecom/ hitech, and ER&D, IT services, BPM and products among business segments. However, the industry grew 15.5% last year to \$227 billion and the sector added \$30 billion in incremental revenue. Two years ago, Nasscom-McKinsey projected that India's technology services industry is expected to reach \$300-\$350 billion in annual revenue, leveraging cloud, AI, cybersecurity, and other emerging technologies. Nasscom said the industry is forecast to touch \$500 billion in 2030.

“If you look back, 2022 was a year of resilience, a year of focus on building strong resilience that will allow us to adapt and grow leading to strong, stable revenue growth as well as business growth across sectors,” said Nasscom president Debjani Ghosh.

“In a no-normal environment that we are living in today, the industry focus continues to be on investing for growth. Propelled by forward-looking policies, strong governance, talent and digital trust to ensure accessibility, privacy, security, and reliability, the tech industry in India is on track to accelerate growth to \$500 billion by 2030,” she said at the Nasscom Strategic Review 2023 — Priming for a No Normal Future in Mumbai on Wednesday.

Nasscom chairperson Krishnan Ramanujam said there were notable changes in the IT business landscape. “The industry’s stance is ‘let’s get the belts tightened and cost structures right and be as efficient as we can be’. Most customers want to be ready for it. Cost and optimisation initiatives are getting priority,” he said. Asked about the outlook for the 2023-24 financial year, Ghosh said the mood and sentiment that Nasscom is getting from CEOs is cautiously optimistic. “We know that tech spending will grow, but we also know that the headwinds are very strong. Our members are saying that the 2023-24 financial year looks like a similar year, but we will not go beyond this,” she said. The industry added 2.9 lakh new jobs taking the industry’s workforce tally to 5.4 million people. With a 36% digitally skilled workforce, Indian IT industry has a formidable talent pool -- the second largest in terms of AI/ML talent, and third in terms of installed base of cloud professionals. With over 2 million the industry added 1.4 lakh women employees last year.

Global capability centres (GCCs) have had a huge impact in making India a destination of choice for engineering R&D. India added 65 new GCCs in the year taking the total to 1,570. Sub-sectors such as ER&D also witnessed an accelerated double growth at 11.1%. India has 27,000 startups and it added 1,300 new ones and 23 new unicorns last year. She said insights from CIO conversations have once again put the spotlight on the industry’s strength and resilience despite global headwinds. According to a McKinsey CIO survey, 75% of CIOs expect spending on digital to continue with evolving priorities and a dynamic macroeconomic environment.

(Source: <https://timesofindia.indiatimes.com/business/india-business/indian-it-sector-to-touch-245-bn-in-fy23-nasscom/articleshow/98344616.cms>)

### **Road Ahead**

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India.

The Indian IT & business services industry is expected to grow to US\$ 19.93 billion by 2025. Spending on information technology in India is expected to reach US\$ 144 billion in 2023. By 2026, widespread cloud utilisation can provide employment opportunities to 14 million people and add US\$ 380 billion to India's GDP.

As per a survey by Amazon Web Services (2021), India is expected to have nine times more digitally skilled workers by 2025.

In November 2021, Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling its competitive strength with zero government interference. He further added that service exports from India has the potential to reach US\$ 1 trillion by 2030.

(Source - <https://www.ibef.org/industry/information-technology-india>)

## OUR BUSINESS

*Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 21 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read “Risk Factors” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on pages 28 and 168 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, and references to a particular financial year are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, in this section, references to “Company”, “Our Company”, “we” or “us” mean Sahana System Limited.*

*Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Prospectus.*

### **Business Overview**

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. The partnership firm commenced its business with effect from November 1, 2012. Promoter of our company Pratik Kakadia joined the partnership firm on June 7, 2014, as a partner. Our promoter, along with his mother Shardaben Kakadia, acquired 100% stake of the partnership firm. On April 30, 2019, the name of the partnership firm was changed from “M/s Oceans Technologies” to “M/s Sahana System” and other partners Hetal Patel, Trupesh Radadiya, Jigneshkumar Ambalia, Manish Vasaniya and Ramjibhai Kakadia were introduced in the partnership firm. The partnership firm was converted into Private Limited company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Sahana System Private Limited vide Certificate of Incorporation dated February 20, 2020, was issued by the Registrar of Companies, Central Registration Center, Ministry of Corporate Affairs. Subsequently, the company was converted into Public Limited company pursuant through a special resolution passed by our shareholders at the extra ordinary general meeting held on March 31, 2022, and the name of our Company was changed to “Sahana System Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, Ahmedabad dated April 05, 2022. The corporate identification number of our Company is U72500GJ2020PLC112865.

We have been certified as CMMI Maturity Level – 3 in E-Commerce department by Equalitas Certifications Limited, a CMMI Institute Partner and we have also received ISO 9001:2015 and ISO/IEC 27001:2013 accreditation from Equalitas Certifications Limited. Our Company is also recognized as a start up by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry vide certificate no. DIPP57260. The recognition certificate is valid for 10 years from the date of incorporation of the Company till up to February 19, 2030. The Company is registered under “IT Services” Industry and “Product Development” sector.

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services. Some of the industries we cater to includes healthcare, surveillance, retail, education / e learning, restaurants, banking, media & entertainment and fintech. We are also engaged in the trading of hardware instruments related to Franking Machines / Computers / LED / Laptops. So far, we have been successful in getting repeated order from our clients.

**The table set forth below are certain key operational and financial metrics for the periods indicated**

Particulars *	For the financial year ended on March 31, 2021	For the financial year ended on March 31, 2022	For the period ended on March 31, 2023
Revenue from operations (₹ in lakhs)	331.47	1,217.39	2,414.23
Revenue from operations growth (%)		267.27%	98.31%
Earnings before interest, depreciation, tax & amortization (EBIDTA) (₹ in lakhs)	84.30	277.70	967.46
EBIDTA growth (%)		229.42%	248.38%
EBIDTA margin (%)	25.43%	22.81%	40.07%
Profit before tax (PBT) (₹ in lakhs)	22.41	195.53	886.19
PBT growth (%)		772.47%	353.21%
PBT margin (%)	6.76%	16.06%	36.71%
Profit after tax (PAT) (₹ in lakhs)	16.44	141.18	639.64
PAT growth (%)		758.79%	353.07%
PAT margin (%)	4.96%	11.60%	26.49%
Debt to Equity Ratio	41.47	1.13	0.44
Return on Equity (RoE)	178.31%	60.14%	83.52%
Return on Capital Employed (RoCE)	10.88%	27.84%	61.05%

\* all figures are as per restated audited financial statements

The table set forth below are contribution of our top 10 customers towards our revenue from operations:

(₹ in lakhs, except stated in %)

Period *	Revenue from operations	Revenue contribution of our top 10 customers	% Revenue contribution of our top 10 customers
FY 2021	331.47	246.38	74.33%
FY 2022	1,217.40	1,113.44	91.46%
FY 2023	2,414.23	1971.94	82.68%

\* All figures are as per restated audited financial statements

### Business segments

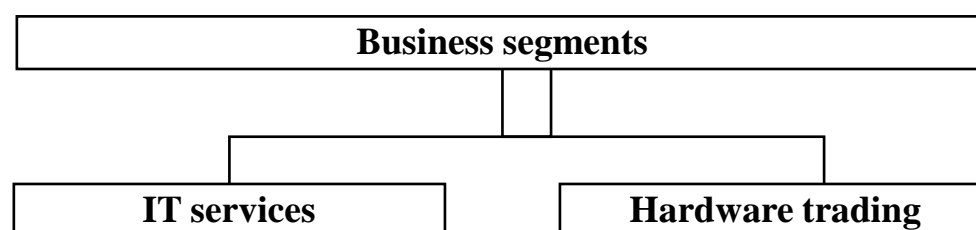


Table set forth below is bifurcation of our revenue under our business segments

Period *	Total Revenue (₹ in lakhs)	IT Services		Hardware Trading	
		Revenue (₹ in lakhs)	Contribution in revenue from operations	Revenue (₹ in lakhs)	Contribution in revenue from operations
FY 2021	331.47	294.73	88.92%	36.74	11.08%
FY 2022	1,217.40	835.38	68.62%	382.02	31.38%
FY 2023	2,414.23	1,135.51	47.03%	1,278.72	52.97%

\* All figures are as per restated audited financial statements

Our customer base in IT Services is present in countries like Argentina, Saudi Arabia, Canada and America.

Table set forth below is bifurcation of our revenue as per domestic and export turnover.

Period *	Total Revenue (₹ in lakhs)	Export		Domestic	
		Revenue (₹ in lakhs)	Contribution in revenue from operations	Revenue (₹ in lakhs)	Contribution in revenue from operations
FY 2021	331.47	331.47	94.95%	16.74	5.05%
FY 2022	1,217.40	7.26	0.60%	1,210.14	99.40%
FY 2023	2,414.23	135.22	5.60%	2279.02	94.40%

\*All figures are as per restated audited financial statements

Details of some of our completed / ongoing projects:

Project	Nature of Project	Application Developed	Utility created by the Company
Completed	Software developers deployed	In Housework	
	Total Office Automation	Office automation software	All operations of the firm including sales, inventory, finance automated
	Software developer deployed	In house application development	
	Employee location monitoring system	Both Android and IOS	Realtime tracking of employees and management of travel allowances.
	Online multi vendor portal	Online Portal	Purchases and sales and tender management automated
	CRM application	CRM	Customer relationship management automated with auto generation of reminders, requests and follow-up
	Data Management	Data Analytic using AI	Efficient management of inventory, logistics and sales based on historic data of the company.
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Cyber Solutions	Hard Coded software in cyber tools	Efficient management of cyber solutions for deployment	

Project	Nature of Project	Application Developed	Utility created by the Company
Ongoing	ERP solutions and hardware deployment and In house training of staff	ERP solutions	Total company automation from raw materials to finished goods and finance
	Proprietary Data Management	Data Analytic using AI	Forecasting inventory management, sales and debtor management. Dashboard creation for senior management for ease of taking policy decisions
	Joint development of Fin Tech software	Digital Finance Platform	Helps Banks and financial firms to create various solutions suitable for the market.
	Deployment of Developers	In house application	
	Support and maintenance of back end of the corporations software		Testing and deploying all the software deployed by third parties
	ERP solutions and hardware deployment and In house training of staff	ERP solutions	Total company automation from raw materials to finished goods and finance

### Electric Vehicle (EV) Charging Business

EVs are cheaper to run and maintain, safer to drive, and better for the environment, ticking all boxes when it comes to preferences of modern car buyers. EVs continue to prove themselves as viable alternatives to petrol and diesel cars. Hence, EV charging stations are becoming more and more available as greater EV adoption is taking place. The requirement & demand of EV penetration is increasing day by day in India and world. The charging infrastructure availability also played a significant role in EV adoption rates

Indian Government in its push for green environment has been advocating to move from fossil fuel to green fuel. To make this possible, Government of India has a vision to have maximum electrical vehicles by the year 2030. This vision has opened up lots of opportunities in EV charging stations market and as per industry experts India would need around 50,000 charging stations by the year 2030.

The government of Andhra Pradesh in a push towards Green Energy Environment, wants to install EV charging stations all across the state so that the end user of electric vehicles will have ease of use. In this direction the government of Andhra Pradesh wants to develop at least 4,000 locations over a period of time to install EV charging stations for the use of General Public. The nodal agency for setting up EV charging stations all across Andhra Pradesh is New and Renewable Energy Development Corporation of Andhra Pradesh Limited (NREDCAP).

Our company vide letter dated April 19, 2022, received from NREDCAP, a State Government – ISO 9001:2015 has been provisionally empanelled for development of charging infrastructure for the year 2022 – 23. Pursuant to this letter, we have to conduct a feasibility study for various locations identified by NREDCAP. Upon successfully completion of feasibility study, our company will inform NREDCAP of our intention to set the EV charging station at a location of our choice. Subsequently, a tripartite agreement will be signed between our company, NREDCAP and land owner and thereafter process of setting EV charging station will commence. However, as on the date of this Prospectus, we have signed one tripartite agreement with NREDCAP.

Our company, as a provisionally empanelled member, has been allocated 500 locations in the state of Andhra Pradesh. We are already in the process of organizing surveys of the locations to ascertain the economic viability of the projects. At present, feasibility survey has been completed for 45 locations and the process of procuring the charging stations for 25 locations has also begun. Our company has already finalized the vendors for supply of charging stations after detailed technical and financial study of 25 locations

As per the guidelines of NREDCAP, a tri partite agreement will be signed between our company, NREDCAP and the land owner. This tri partite agreement will be signed once the locations are finalized. As on the date of this Prospectus, we have not signed any tri partite agreement

Below are some of the important clauses of the model tri partite agreement:

1. Land owner shall provide access to land area of approximately 500 square feet to the Charge Point Developer (CPD) for operating charging stations subject to revenue sharing as per the conditions outlined as per the agreement;
2. The tri partite agreement shall remain in full force and effect for a period of 120 months from the effective date of signing of the EV charging agreement
3. CPD shall also pay ₹ 0.50 per kWh (inclusive of applicable taxes) of power consumed as service charges to NREDCAP and ₹ 2.55 per kWh (inclusive of applicable taxes) towards rentals charges to land owner for charging units
4. The revenue generated from co-branding and advertisement will be deposited in NREDCAP designated bank account and will be shared between CPD and NREDCAP in equal ratio i.e. 50% each

As a part of our business strategy, we intend to enter into growing EV charging business. However, as on the date of this Prospectus, we have not signed any tri partite agreement and also neither our company nor our promoter has any prior experience of installation of EV charging station. For further details, please refer chapter titled “Risk Factors” and “Objects of the issue” on pages 28 and 75 of this Prospectus

### **Brief details of our business segments**

- **Web app development**

Website app development solutions ensure transparency, effectiveness and easy access. The projects are managed with a systematic, objective and rationalistic approach. Our team is experienced in meeting our customer’s needs for interactive websites which are brand driven and aesthetically amazing by color, unique design, content, functionality, navigation, and a professional and creative. We are a professional web solutions partner who understands both the technical and design angle and online marketing to ensure your companies brand image is most effectively represented on the web. We do following types of website development

PHP Web Development	WordPress Development
Drupal Web Development	Joomla Web Development
Shopify App Development	Python Programming Language

- **Mobile application development**

Mobile application development is the process of creating software applications that run on a mobile device, and a typical mobile application utilizes a network connection to work with remote computing resources. Hence, the mobile development process involves creating installable software bundles (code, binaries, assets, etc.), implementing backend services such as data access with an API, and testing the application on target devices

There are two dominant platforms in the modern smartphone market. One is the iOS platform from Apple Inc. The iOS platform is the operating system that powers Apple's popular line of iPhone smartphones. The second is Android from Google. The Android operating system is used not only by Google devices but also by many other OEMs to built their own smartphones and other smart devices.

We do following type of mobile application development

IOS – iPhone App Development	Android App Development
AR (Augmented Reality) App Development	Wearable App Development
IoT (Internet of Things) App Development	

- **AI & ML Development**

AI is among the contemporary technologies that have made its mark in the business world in recent years. Artificial Intelligence is a sequence of technologies that facilitates machines to sense, discern, execute, and learn to enhance human capabilities. As the scope of AI widens every day, so does the corporate pressure to use it. AI will soon penetrate the roots of every enterprise in the 21st century enabling transformation and reimagining work.

ML (Machine Learning) has seen an extensive expansion driven by born-digital companies. ML is a facet of artificial intelligence that preserves a computer's innate algorithms as per the current scenario regardless of the changes in the worldwide economy. One of the game-changing technological developments of the past decade has been ML. It has turned the tables round in the competitive IT industry with its ability to fast-track digital transformation and enter the age of automation. Today every other application and software all over cyberspace use ML in some or other form. This technology has become so cogent that it's the go-to-way for a majority of business enterprises to solve a swarm of problems. For AI & ML, we do:

Organize a consistent set of AI, Automation, and Data Analytics tools	Design hardware infrastructure either on-premises or cloud-based
Support the ingestion and analysis of big data	Deliberately build scalability of computing resources into the design to facilitate flexibility

- **ChatBot development**

These days companies are executing chatbots that help in resolving consumer queries, developing communication, and remote troubleshooting to improve customer exposure. A chatbot, is a computer program that represents human communications in its original format, which may combine text or spoken language using artificial intelligence methods such as natural language processing and audio summary. One of the principal aspects of an AI-based bot is that it is dynamic.

We build customized grade solutions chatbots by leveraging artificial intelligence, machine learning, deep learning, natural language processing technologies.

- **Product prototyping**

Prototyping is an imperative component of the UX design method. It enables designers to flesh out relevant concepts and undertake pressing concerns. Prototyping is an essential component of design abstraction and user experience design as it enables us to examine our thoughts quickly and develop on them in an identically appropriate procedure. A prototype is a representation of a product idea, whether it is a single model you put collectively yourself, a 3D printout, or a profoundly cultivated variant created by a prototyping firm. Various prototypes are expected to be built, assessed, and examined before a product comes to market. We develop prototypes of differing levels of accuracy to apprehend design theories and test on users.

- **Graphics designing**



Graphics designing is the art and practice of planning and projecting ideas and experiences with visual and textual content. In other terms, graphic design communicates certain ideas or messages in a visual way. These visuals can be as simple as a business logo, or as complex as page layouts on a website. Graphic design takes graphical and textual elements and implements them into multiple types of media. Our team designs prints, logos, brand identity and motion graphics

- **UI / UX design**

UI (User Interface) refers to the screens, buttons, toggles, icons, and other visual elements that you interact with when using a website, app, or other electronic device. UX (User Experience) refers to the entire interaction you have with a product, including how you feel about the interaction.

Our UI and UX designers work in unity to deliver the best results for our clients. We extend such services that display a clear-cut UI and UX process that initiates with identifying the product's scope following a series of steps

- **SEO & ASO**

Search Engine Optimization (SEO) is the process of improving the quality and quantity of website traffic to a website or a web page from search engines. SEO targets unpaid traffic (known as "natural" or "organic" results) rather than direct traffic or paid traffic. Unpaid traffic may originate from different kinds of searches, including image search, video search, academic search, news search, and industry specific vertical search engines.

As an internet marketing strategy, SEO considers how search engines work, the computer programmed algorithms that dictate search engine behaviour, what people search for, the actual search terms or keywords typed into search engines, and which search engines are preferred by their targeted audience. SEO is performed because a website will receive more visitors from a search engine when websites rank higher on the search engine results page (SERP). These visitors can then potentially be converted into customers.

App Store Optimization (ASO) is the process of increasing an app or game's visibility in an app store, with the objective of increasing organic app downloads. Apps are more visible when they rank highly on a wide variety of search terms (keyword optimization), maintain a high position in the top charts, or get featured on the store. Additionally, app store optimization encompasses activities that aim to increase the conversion of app impressions into downloads

For SEO & ASO, our services comprise of:

Keyword research	Link building
On page optimisation	Off page optimisation
Web marketing	Other SEO services

- **Digital marketing**

Our Company helps to capture targeted market through organic search engine optimization, web marketing and social media promotions. Today, businesses are competing with each other to stay on top of ranking when it comes to online presence. In this scenario companies look forward to smartest strategies that can allow them to boost their company's business over the internet. The value of Search Engine Optimization is crucially essential. It is one of the most focused internet marketing strategies that is being applied at large scale for bringing improvement in the online presence of business, and ultimately generate desired profit. Social networking websites allow individual, businesses and other organizations to interact with one another and build relationships and communities online. When companies join these social channels, consumers can interact with them directly. That interaction can be more personal to users than traditional methods of outbound marketing and advertising. We help our

clients in Social Media Marketing on platforms like Facebook, Goggle+, YouTube, Twitter, LinkedIn, Instagram, etc.

- **Website & application migration**

Website & application Migration put in simple terms is a process performed by an IT professional for the exclusive purpose of shifting an organization's current environment to a contemporary, upgraded and safer environment that might not essentially be on the same platform as its forebear. This makes it more important to have a well-devised and cautiously drafted approach when thinking of application migration and re-engineering

We provide below website & application migration services:

Application Migration & Modernization	WebSphere Application Server Migration
Migrating to Cloud Platform	ASP.Net Application Migration to Windows Azure
Java / J2EE Application Migration	Application Migration & Porting

- **Cyber security**

Cyber security is the process of safeguarding systems, technologies, devices, programs and data consisting of the digital world. Applying a robust cyber security system is getting tougher day by day due to the flexibility and technological advancements leading to technological soundness amongst individuals increasing potential for cyber threats and attacks. We follow a well-defined and structured approach that helps enterprises meet their cyber security aims that are complex in order to achieve their business goals effortlessly and in a seamless and bug-free manner. Some of the benefits of cyber security are protection against viruses, spyware and unwanted programs, protection against data theft, prevention to hacking, minimal freezing and crashes, privacy enhance cyber defence, improved security for cyber space. We provide following types of cyber security:

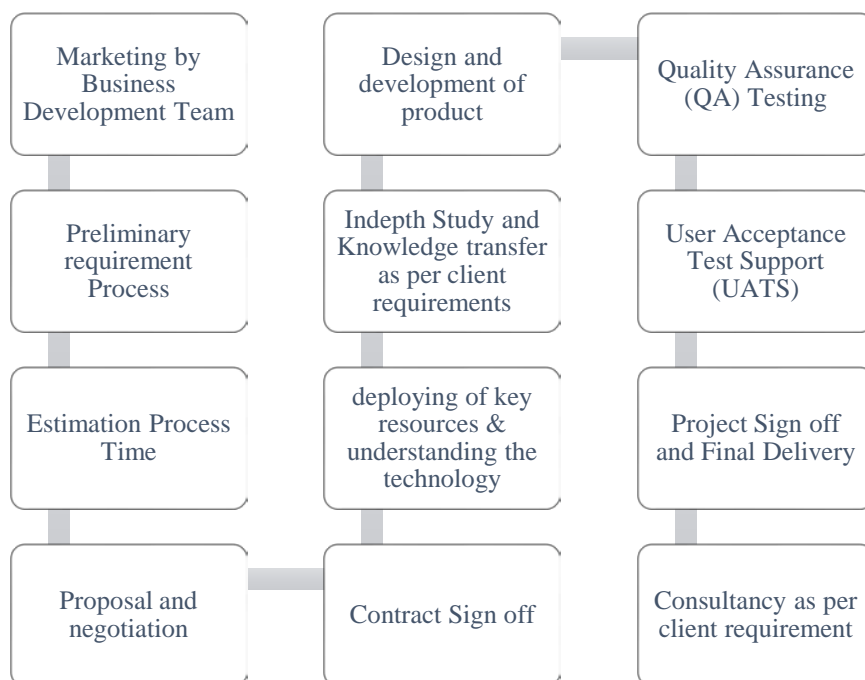
Network security	Application security
Information security	Operational security
Disaster recovery and business continuity	End-user education

- **Hardware Trading**

Our Company is in the distribution business of hardware and software IT products which is a high-volume business, where the efficient management of stock plays a vital role and helps us to manage the complete supply chain right from the manufacturers and end users. Therefore, it helps us our business model to spread our market risks arising out of fluctuation in the market shares of various brands besides helping us to achieve economies of scale. We act as the link between the IT manufacturers / developers and end users and other resellers.

## **BRIEF DESCRIPTION OF KEY BUSINESS PROCESS**

### **End to end IT solutions services process**



### Approach to Marketing

At present, we do marketing and selling of our products and services through our long term relationships with our customers. Our commitment of quality and genuine service at very competitive rate. We interact with our customer as well as the end clients to get the feedback on the quality of products and services and improve the same as well. The management team stays in touch with our customer and end clients. Our Company has been focusing on acquiring new customers through its direct and indirect channels. Till date our top management have been instrumental in getting the business

### Competitive strengths

- **End to end IT services**

We provide end to end IT services to our customers that support their software applications and businesses throughout the full business life cycle. At each stage of the business life cycle, we offer services designed to address the customers' specific needs as businesses move from different stages of maturity. These offerings are suitable for companies of all sizes. We believe that our end-to-end IT services and solutions enables us to grow our client relationships and scope of engagements, as well as in still our clients with confidence in our ability to address their diverse and dynamic business needs

- **Leveraging the experience of our Promoter**

Our Promoter, Pratik Kakadia is having experience in field of IT services which has contributed significantly to the growth of our Company. Under his management, our business has grown and we have made a name of our company in the industry. Our management team is familiar with our business and understands our customers' needs and requirements. They are committed to the development of our business and will continue to spearhead our Company's business operations and future plans so as to ensure the continuing success of our Company.

- **Quality of Services**

Our Company has been accredited with "CMMI Maturity Level 3, ISO 9001 and ISO/IEC 27001" certification for Design and Development of Application Software, Web Applications and Managed IT Services. We adhere to quality standards as per industry standards; hence we get repetitive work order

from our customers, as we are capable of meeting their quality standards at competitive costs, which enables us to sustain in the market.

- **Certifications, Awards and Accreditations**

Our Company has obtained various certifications, awards and accreditations which provide assurances to our domestic as well as overseas customers for the quality, and timeliness of our services and products. Various international companies and government organizations have strict norms for engagement of IT services and products and only companies with specific certifications are empanelled by these organizations. The CMMI Maturity Level 3 and ISO certifications helps in procuring various clients for our Company

### **Our business strategy**

- **Expand our domestic and international presence**

Currently, our customers are based out of Argentina, Saudi Arabia, Canada and America. Our sales through exports contributed 5.60% , 0.60% and 94.95% respectively from our revenue from operations for the year ended March 31, 2023, 2022 and 2021 respectively. We intend to expand our international presence. Further, Guj Info Petro Limited (GIPL) vide its letter dated December 29, 2022, has issued letter of intent (LOI) to our company for empanelment of system integrators with GIPL for security related IT / ITES infrastructure projects.

- **Focus on new service offerings and technology enabled through innovation**

We regularly track new technologies, industry segments and market trends in the IT solutions market. We plan to expand our service offerings as and when there exists an opportunity. We believe that IT has great potential for development leading to value addition in the entire value chain. We propose to gain expertise in every new technology platform coming up in the market for value added services, cost-competitiveness, speed and easy to use. Our company proposes to use innovative ideas and concepts to achieve performance parameters set by the clients in their day-to-day business processes

- **Enhancing Operating Effectiveness and Efficiency**

Our Company aims to continue to improve our operational effectiveness and efficiencies to achieve cost reductions including overheads. We believe that this can be done through continuous project review and timely corrective measures in case of diversion and technology upgradation

- **Enter into growing Electric Vehicle industry**

We propose to be a part growing electric vehicle industry by entering in to one of its segments i.e. Electric Vehicle charging business and take advantage of growth potential of this industry

### **Capacity and capacity utilization**

Capacity and capacity utilization is not applicable to our company since our business is not in the nature of a manufacturing concern with specified installed capacity

### **Plant and machinery**

Since we are in service sector, we do not own plant and machinery

### **Human Resources**

The following table sets forth a breakdown of our employees by function:

Sr No	Employee	Designation	Department
1.	Partik R Kakadia	Chief Executive Officer	Finance & Accounts
2.	Hetang A Shah	Chairman & Managing Director	Finance & Accounts
3.	Jatinkumar Jogani	Chief Financial Officer	Finance & Accounts
4.	Khushbu Dalwadi	Company Secretary	Secretarial & Compliance
5.	Paresh Devaiya	PHP Web Developer	IT / Admin
6.	Asha Soni	Graphic Designer	Designing
7.	Piyashu Hitkar	SEO Executive	Marketing
8.	Boomi Jasani	Sr Graphic Designer	Designing
9.	Komal Makvana	Graphic Designer	Designing
10.	Vineet Chavda	.Net Developer	IT / Software Development
11.	Manushi Patel	.Net Developer	IT / Software Development
12.	Jayeshbhai Nathubhai Suthariya	PHP Web Developer	Project Management
13.	Hemant J Shah	Sr Python Developer	Sale Management
14.	Radhika Vyas	Graphic Designer	Designing
15.	Hima Vanparia	Jr BDE	Marketing
16.	Rohan S Bhalala	Jr PHP Web Developer	Training
17.	Ankit Jagatbhai Patel	.Net Developer	IT / Software Development
18.	Saurabh K Singh	Sr Admin Head	Admin & General Management
19.	Bindra Patel	Accounts Executive	Accounts Management
20.	Pankti Bhatt	HR Executive	Human Resource

#### Utilities and infrastructure facilities

- **Registered office**

901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar, Ahmedabad Gujarat 380015

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly

- **Power and electricity**

Our Company meets its power requirements in our office from the Torrent Power Limited and the same is sufficient for our day-to-day functioning

- **Water**


Our registered office has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises

#### Collaborations

A non-exclusive channel partner agreement dated October 21, 2019 has been signed between M/s Oceans Technologies and Pitney Bowes India Private Limited, wherein Oceans Technologies has been appointed by Pitney Bowes India Private Limited as a non exclusive channel partner to sell, rent or lease the products in India

#### Intellectual Property



We use  as our logo. However, as on the date of this Prospectus, our company has not applied for registration for any intellectual property rights. With regards to risks associated with the same, please refer section titled “*Risk Factors*” on page 28 of this Prospectus

### Insurance

We maintain insurance coverage on our office premises / meeting rooms etc. We believe that we maintain all material insurance policies that are customary for companies operating in our industry. The insurance policies are reviewed periodically to ensure that the coverage is adequate. Our insurance policies are generally annual policies that we renew regularly. Although we attempt to limit and mitigate our liability for damages our insurance may not be enforceable in all instances, or the limitations of liability may not protect us from entire liability for damages. For further details, please refer to “*Risk factors*” on page 28 of this Prospectus.

### Competition

We face competition from various organized and unorganized players in the market. Competition emerges from small as well as big players operating in the IT industry. The organized players in the industry compete with each other by providing low-rated product, high quality, consistent and time bound products and value-added services. We believe the principal elements of competition in our business are consistent and quality products, their prioritized production and delivery and strong relations with suppliers.

We do not have formal agreement with customers and thus they may procure from other suppliers. Some of players may already have a robust procurement network and develop better relations with customers, which could impact our revenue and profitability. In the future, we may also face competition from new entrants in the segment.

### Property

<b>Location</b>	901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar, Ahmedabad, Gujarat-380015.
<b>Name of owner</b>	Ami Anil Desai (Legal heir of Anil Narandas Desai)
<b>Owned / Rented</b>	Rented
<b>Purpose of use</b>	Registered office
<b>Description</b>	Lease and license agreement dated January 08, 2023, between Ami Anil Desai (Legal heir of Anil Narandas Desai) & Sahana System Private Limited for a term of 11 months commencing from January 08, 2023, at ₹ 87,740 per month with security deposit paid of ₹ 1,64,000.

## **KEY INDUSTRY REGULATIONS AND POLICIES**

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. The Company is primarily engaged in the business of real estate development and undertakes the development of residential, commercial, office use, retail and mixed-use projects.*

*Additionally, the projects require, at various stages, the sanction of the concerned authorities under the relevant Central and State legislations and local bye laws. The following is an overview of some of the important laws and regulations, which are relevant to our business.*

*For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled “Government and Other Approvals” beginning on page 180 of the Prospectus.*

### **THE COMPANIES ACT**

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made there under.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **SEBI REGULATIONS**

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **TAX RELATED REGULATIONS**

#### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1), every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

## **Goods and Service Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST.

## **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

## **LAWS RELATED TO FOREIGN TRADE:**

### **Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services. 100 % FDI is permitted in under the automatic route in the IT sector.

### **The Foreign Trade (Development and Regulation) Act, 1992 (“FTA”) and the rules framed thereunder:**

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorized to formulate and announce a foreign trade policy and also amend the same from time to time, by notification in the Official Gazette;



(iv) is authorized to appoint a 'Director General of Foreign Trade' for the purposes of the FTA, including formulation and implementation of the foreign trade policy.

Imports and exports are permitted by persons who hold an "Importer-exporter code number" ("IEC") unless specifically exempted. All imports and exports must be carried out in accordance with the applicable laws issued by the Central Government, from time to time. In the event of any contravention of the laws relating to central excise or customs or foreign exchange or any other economic offence under any other law for the time being in force as may be specified by the Central Government by notification in the Official Gazette, or if an export or import has been carried out in a manner gravely prejudicial to the trade relations of India with any foreign country, or to the interests of other persons engaged in imports or exports, or has brought disrepute to the credit or the goods of or services or technology from the country, these instances may result in the suspension and cancellation of the IEC number.

### **Foreign Trade Policy 2015-2020:**

FTP 2015-20 provides a framework for increasing exports of goods and services as well as generation of employment and increasing value addition in the country, in line with the 'Make in India' programme. It introduces two new schemes, namely 'Merchandise Exports from India Scheme (MEIS)' for export of specified goods to specified markets and 'Services Exports from India Scheme (SEIS)' for increasing exports of notified services. In view of the unprecedented current situation arising out of the pandemic Novel COVID-19 and to provide continuity in the policy regime, the FTP2015-2020, valid till 31.03.2022 has been further extended till 30.09.2022 with similar extensions made in the related procedures.

## **LAWS RELATING TO INTELLECTUAL PROPERTY**

### **Copyright Act, 1957 ("Copyright Act")**

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. Softwares are protected under Copyright Act in India.

### **Trademarks Act, 1999**

Under the Trademarks Act, 1999 ("Trademarks Act"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

### **The Designs Act, 2000 (Designs Act)**

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

### **The Patents Act, 1970 (Patent Act)**

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent

registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first inventor in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application.

## **IMPORTANT GENERAL LAWS:**

### **Registration Act, 1908**

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

### **Competition Act, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

### **Negotiable Instruments Act, 1881 (“NI Act”)**

The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid.

### **The Indian Stamp Act, 1899 (“Stamp Act”)**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation to stamp duty while the other State have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

### **Consumer Protection Act, 2019**

Few of the provisions of The Consumer Protection Act, 2019 (“COPRA”) have been notified vide notification No. S.O. 2421€ dated 23rd July 2020 thus repealing the respective provisions of Consumer Protection Act, 1986. However, the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive

trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

### **The Consumer Protection Act, 1986(COPRA)**

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

### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”):**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

### **The Indian Contract Act, 1872**

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### **Shops and Establishments Laws in Various States**

As per the provisions of local Shops and Establishments laws applicable in the state of business of the organization, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### **The Information Technology Act, 2000 (IT Act)**

The Information Technology Act, 2000 (also known as ITA-2000, or the IT Act) as amended is an Act of the Indian Parliament (No 21 of 2000) notified on 17 October 2000. It is the primary law in India dealing with cybercrime and electronic commerce. It is based on the United Nations Model Law on

Electronic Commerce 1996 (UNCITRAL Model) recommended by the General Assembly of United Nations by a resolution dated 30 January 1997. The Act provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "electronic commerce", which involve the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies and further to amend the Indian Penal Code, the Indian Evidence Act, 1872, the Bankers' Books Evidence Act, 1891 and the Reserve Bank of India Act, 1934 and for matters connected therewith or incidental thereto. A major amendment was made in 2008. It introduced the Section 66A which penalised sending of "offensive messages". It also introduced the Section 69, which gave authorities the power of "interception or monitoring or decryption of any information through any computer resource". It also introduced penalties for child porn, cyber terrorism and voyeurism.

### **The Personal Data Protection Bill, 2019 ("Bill")**

The Personal Data Protection Bill, 2019 was introduced in Lok Sabha on December 11, 2019. The Bill seeks to provide for protection of personal data of individuals, and establishes a Data Protection Authority for the same. Data Protection refers to the set of privacy laws, policies and procedures that aim to minimise intrusion into one's privacy caused by the collection, storage and dissemination of personal data. Personal data generally refers to the information or data which relate to a person who can be identified from that information or data whether collected by any Government or any private organization or an agency.

### **National Digital Communications Policy 2018**

With significant capabilities in both telecommunications and software, India, more than most countries, stands poised to benefit from harnessing new digital technologies and platforms to unlock productivity, as well as to reach unserved and underserved markets; thus, catalysing economic growth and development, generating new-age jobs and livelihoods, and ensuring access to next generation services for its citizens. This policy aims for Universal Coverage rather than revenue maximization. This policy and principles framework will enable creation of a vibrant competitive telecom market to strengthen India's long-term competitiveness and serve the needs of our aspiring nation. The Policy aims to remove regulatory barriers and reduce the regulatory burden that hampers investments, innovation and consumer interest and identifies steps to strengthen the sector's institutional mechanism and legislative framework, to ensure that India's economy and citizens can derive the full potential of its digital communications sector.

### **Data Center Policy, 2020**

Indian Data Centre market has seen tremendous growth in the past decade, riding on the explosion of data through smart phones, social networking sites, ecommerce, digital entertainment, digital education, digital payments and many other digital businesses/ services. This growth in data is further stimulated by adoption of emerging technologies such as quantum computing, artificial intelligence, internet of things etc. While the Data Centre sector is witnessing growth in the country, there are known impediments to its growth such as lack of infrastructure or Industry status of the Data Centres, complex clearance processes, time consuming approvals, high cost of power, lack of published standards, absence of specialised building norms for building the Data Centres, submarine cable network connectivity limited to few states and high cost of capital and operational expenditure etc. This policy aims to offset these challenges in order to accelerate the current pace of growth and propel India in becoming a global Data Centre hub.

## **LAWS RELATED TO EMPLOYMENT OF MANPOWER:**

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations,

including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our labourers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

### **Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)**

This Act has provisions to ensure that the contract labour is not misused and the rights of workers employed on contract basis are protected. The Act does not ban contract labour altogether, but puts certain restrictions on it and prohibits it under certain circumstances. The labour Law allows hiring fixed term contract workers for tasks of permanent nature. There is no maximum length of fixed term contracts provided under the labour laws.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the above mentioned schemes.

### **Employees State Insurance Act, 1948, as amended (the “ESIC Act”)**

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

### **Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”)**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed ` 1 million.

### **Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,**

The Apprentices Act, 1961 was enacted with the objective of regulating the program of training of apprentices in the industry by utilizing the facilities available therein for imparting on-the-job training. The National Policy of Skill Development and Entrepreneurship 2015, launched by the Hon’ble Prime Minister on 15th July, 2015, focuses on apprenticeship as one of the key program for creating skilled manpower in India. The Apprentices Act, 1961 makes it obligatory for employers to engage apprentices under a duly executed contract, in designated trades and in optional trades. Directorate General of Training (DGT) under Ministry of Skill Development & Entrepreneurship monitors the implementation of the scheme of apprenticeship training. All establishments having work force (regular and contract employees) of 30 or more are mandated to undertake Apprenticeship Programs in a range from 2.5% - 15% of its workforce every year.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 (“MWA Rules”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)
- Equal Remuneration Act, 1976 (“ER Act”)
- Employees' Compensation Act, 1923
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 (“Maternity Act”)
- Industrial Employment Standing Orders Act, 1946

### **Other regulations:**

In addition to the above, the Company is required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our company was originally formed as a partnership firm in the name and style of “M/s. Oceans Technologies” through partnership deed dated March 1, 2013. The partnership firm commenced its business with effect from November 1, 2012. Promoter of our company Pratik Kakadia joined the partnership firm on June 7, 2014, as a partner. Our promoter, along with his mother Shardaben Kakadia, acquired 100% stake of the partnership firm. On April 30, 2019, the name of the partnership firm was changed from “M/s Oceans Technologies” to “M/s Sahana System” and other partners Hetal Patel, Trupesh Radadiya, Jigneshkumar Ambalia, Manish Vasaniya and Ramjibhai Kakadia were introduced in the partnership firm. The partnership firm was converted into Private Limited company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Sahana System Private Limited vide Certificate of Incorporation dated February 20, 2020, was issued by the Registrar of Companies, Central Registration Center, Ministry of Corporate Affairs. Subsequently, the company was converted into Public Limited company pursuant through a special resolution passed by our shareholders at the extra ordinary general meeting held on March 31, 2022, and the name of our Company was changed to “Sahana System Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, Ahmedabad dated April 05, 2022. The corporate identification number of our Company is U72500GJ2020PLC112865.

### Corporate profile of our Company

For information on our Company’s business profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major clients, please refer to the chapters titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial Statements*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 103, 94, 129, 147 and 168, respectively of this Prospectus.

### Changes in the Registered Office of the Company since incorporation

Currently, the Registered Office of our company is situated at 901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar, Ahmedabad- 380015. We set out below the changes in registered office of our Company since inception till filing of this Prospectus.

Date of Board resolution	From	To	Purpose
August 23, 2022	303, Earth Arise, Nr YMCA Club, SG Highway, Satellite, Ahmedabad – 380 054, Gujarat	901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar, Ahmedabad- 380015	Administrative convenience.

### Key Events and Milestones:

Year	Key Events / Milestone / Achievements
2012	Incorporated Partnership firm in style of ‘M/s Oceans Technologies’
2014	Pratik Kakadia introduced as Incoming partner of Partnership firm along with his mother Shardaben Kakadia.
2020	Entered into Hardware trading service business. AI-ML based unique software used for Face/Object Detection system Received our first Government Project
2022	Conversion of our company from Partnership Firm to Private Limited Company. Order from Andhra Pradesh Government for installation of EV Charging Station

Year	Key Events / Milestone / Achievements
	Received ISO 9001:2015 (Quality Management System) for Software Development and Testing Services
	Received ISO/SEC 27001:2013 (Information Security Management System) for Software Development and Testing Services
	Conversion of our company from Private Limited Company to Public Limited Company.
	Received CMMI Maturity Level – 3 in E-Commerce department by Equalitas Certifications Limited, a CMMI Institute Partner

### Certifications & Recognitions:

We have received the following certifications & Awards:

Year	Certification/Awards
2020	Start-up by Department for Promotion of Industry and Internal Trade, Government of India

### Main Objects as set out in the Memorandum of Association of the Company:

The Main object clause of the Company as per Memorandum of Association is as under:

1. To carry on business of consultants, advisors, developers and traders in computer programming, system development, system design, system architecture, software designing, computer aided designs, data compilation and statistical analysis and to carry on the business of traders, developers, assemblers, repairs, importers, exporters of software packages, computer systems, computer peripherals, computer parts, computer consumables and electronic communication systems, data publishing and processing systems and other industrial automation systems and gadgets.
2. To carry on and engage in the business at its own or in association with any Indian or foreign agency, individuals, firm, company or Government undertaking either in India or abroad and to act as franchise agent for electronic information technology development, upgradation, manufacturing, processing and up gradation of hardware, software, web-site, web-page, internet, e-mail, online electronic communication systems, data processing, developing, producing, generating, manufacturing and dealing in all types of the computer hardwares, softwares, computer stationery and to run and operate the computer hardware and software training institute for the training of the Computer operations, development, up gradation of softwares, Training of SAP packages, ERP packages, accounting, other packages and programming in India and abroad.
3. To provide a platform for Online Marketing, Digital Media Buying, Advertising, Brand Management, Reputation Management, Research & Development Lab including Search Engine Optimization, Social Media Marketing, Paid Medium Promotion, and to act as Owner, Sponsor, Consultant, Advisor, Service Provider and description advertising and publicity business and to do all the incidental acts and things necessary under these presents.
4. To carry on business of manufacturing, installations, commissioning, supply, trading of charging station for electrical vehicles using electricity generated through solar energy or any other renewable or nonrenewable source of energy and to carry on business such as import, export, re-licenses, periodic inspection of swapping/charging station of all kinds of electrical vehicles & batteries and to provide fleet services.
5. To carry on the business of manufacturing, Trading, fleet operating, leasing and renting of all Electric Vehicle i.e., two, three, four and multi wheeler including Electric bicycle, E-cart, Electric Cars, Electric Buses, Electric heavy weight Vehicles that can be charged through Solar Energy or Electricity generated through any renewable / non-renewable source of Power and Spare Parts thereof inclusive of any equipment (like motors, controllers, Power trains, Batteries or any advanced energy storage devices like lithium ion battery, super capacitors, fly wheel, GPS systems



and its variants which can store energy in form of Electrical, Chemical and Mechanical form like battery, capacitor, fly wheel, & its variants.

6. To manufacture, produce, process, make, repair, assemble, import, export, trade, buy, sell whether as retailers, wholesalers, suppliers, indenters, packers, preservers, stockists, agents, subagents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in office equipments, apparatuses, tools, instruments, devices, systems, implements, articles, machines including postage {ranking machines including digital machine, stamping franking machine including digital machine ticket issuing machines, addressing machines, bank note dispensers, coin sorting machines, coin counting or wrapping machines, calculating devices and all kinds of machines or equipments used in an office whether automatic, semiautomatic, manual, electrical, electronic or mechanical and parts, components and accessories used in any of the aforesaid machinery or other office equipments and to enter in to an agreement or contract with company, body corporate, firm, individual, government, semi government, or any other governmental department for doing the above mentioned business

#### **Amendments in Memorandum of Association:**

The following changes have been made in the Memorandum of Association of our Company since its inception:

- **Name Clause**

Sr. No.	Date of Name Change	Particulars
1.	April 05, 2022	Consequent to conversion from Private Limited Company to Public Limited Company, Name of the Company was changed from “Sahana System Private Limited” to “Sahana System Limited”

- **Object Clause**

Sr. No.	Date of Passing of Resolution	Particulars
1.	March 01, 2022	<p><b>Main Object Clause of the company was altered by adding clause 3 as under:</b></p> <p>“To provide a platform for Online Marketing, Digital Media Buying, Advertising, Brand Management, Reputation Management, Research &amp; Development Lab including Search Engine Optimization, Social Media Marketing, Paid Medium Promotion, and to act as Owner, Sponsor, Consultant, Advisor, Service Provider and description advertising and publicity business and to do all the incidental acts and things necessary under these presents.”</p>
2.	May 14, 2022	<p><b>Main Object Clause of the company was altered by adding clause 4, 5 and 6 as under:</b></p> <p>“To carry on business of manufacturing, installations, commissioning, supply, trading of charging station for electrical vehicles using electricity generated through solar energy or any other renewable or non-renewable source of energy and to carry on business such as import, export, re-licenses, periodic inspection of swapping/charging station of all kinds of electrical vehicles &amp; batteries and to provide fleet services.”</p> <p>“To carry on the business of manufacturing, Trading, fleet operating, leasing and renting of all Electric Vehicle i.e., two, three, four and multi wheeler including</p>

Sr. No.	Date of Passing of Resolution	Particulars
		<p>Electric bicycle, E-cart, Electric Cars, Electric Buses, Electric heavy weight Vehicles that can be charged through Solar Energy or Electricity generated through any renewable / non-renewable source of Power and Spare Parts thereof inclusive of any equipment (like motors, controllers, Power trains, Batteries or any advanced energy storage devices like lithium ion battery, super capacitors, fly wheel, GPS systems and its variants which can store energy in form of Electrical, Chemical and Mechanical form like battery, capacitor, fly wheel, &amp; its variants.”</p> <p>“To manufacture, produce, process, make, repair, assemble, import, export, trade, buy, sell whether as retailers, wholesalers, suppliers, indenters, packers, preservers, stockists, agents, subagents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in office equipments, apparatuses, tools, instruments, devices, systems, implements, articles, machines including postage {ranking machines including digital machine, stamping franking machine including digital machine ticket issuing machines, addressing machines, bank note dispensers, coin sorting machines, coin counting or wrapping machines, calculating devices and all kinds of machines or equipments used in an office whether automatic, semiautomatic, manual, electrical, electronic or mechanical and parts, components and accessories used in any of the aforesaid machinery or other office equipments and to enter in to an agreement or contract with company, body corporate, firm, individual, government, semi government, or any other governmental department for doing the above mentioned business.”</p>

- **Authorized Capital**

Sr. No.	Date of Passing of Resolution	Type of Meeting	Particulars
1.	March 01, 2022	Extra Ordinary General Meeting	The authorized share capital of ₹1,00,000/- (Rupees One Lakh only) consisting of 10,000 (Ten Thousand) Equity shares of ₹10/- each was increased to ₹5,00,00,000/- (Rupees Five Crores Only) consisting of 50,00,000 (Fifty Lakhs) Equity shares of ₹10/- each
2.	September 02, 2022	Extra Ordinary General Meeting	The authorized share capital of ₹5,00,00,000/- (Rupees Five Crores Only) consisting of 50,00,000 (Fifty Lakhs) Equity shares of ₹10/- each was increased to ₹10,00,00,000/- (Rupees Ten Crores only) consisting of 1,00,00,000 (One Crores) Equity shares of ₹10/- each

#### **Other details regarding our Company**

Details regarding the description of our activities, the growth of our Company, technology, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/facility creation, marketing, competition and foreign operations, please refer to the chapter titled “*Our Business*”, “*Our Management*” and “*Industry Overview*” on page 103, 129 and 94 respectively of this Prospectus.

Our Company has adopted a new set of Articles of Association of the Company, in the Extra Ordinary General Meeting of the Company dated March 31, 2022.

### **Capital Raising (Debt/Equity)**

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 64 of this Prospectus.

### **Injunctions or Restraining Orders**

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

### **Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc.**

Our Company neither acquired any entity, business or undertakings nor has undertaken any mergers or amalgamation since Incorporation.

### **Defaults or rescheduling of borrowing with financial institutions/banks**

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

### **Number of Shareholders of our Company**

Our Company has 7(Seven) shareholders as on the date of filing of this Prospectus. For further details on the shareholding pattern of our Company, please refer chapter titled “*Capital Structure*” beginning on page 64 of the Prospectus.

### **Changes in the activities of our Company during the last five years**

Core business of our company has been trading of hardware and software products and providing IT services. There has been no change in the said activity. However, as a part of our business strategy, we now intend to enter into EV charging business wherein we will setup EV charging stations at various locations in the state of Andhra Pradesh.

### **Shareholders Agreement**

There are no subsisting shareholders agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

### **Other Agreements**

As of the date of this Prospectus, our Company has not entered into any agreements other than those entered into in the ordinary course of business.

### **Material Agreements**

Our Company has not entered into any material agreement, other than the agreements entered into by it in normal course of its business.

### **Joint Venture and Collaborations**

A non-exclusive channel partner agreement dated October 21, 2019, has been signed between M/s Oceans Technologies and Pitney Bowes India Private Limited, wherein Oceans Technologies has been appointed by Pitney Bowes India Private Limited as a non-exclusive channel partner to sell, rent or lease the products in India.

### **Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of filing this Prospectus.

### **Strategic and Financial Partnership**

Our Company does not have any strategic or financial partners.

### **Details of Holding and Subsidiary Company**

Our Company neither has a Holding company nor has any Subsidiary Company as on the date of this Prospectus.

### **Details of Associate Companies**

As on the date of this Prospectus, our Company does not have any Associate Company.

### **Time and Cost Overruns in Setting-up Projects**

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

### **Promoter of our Company**

The Promoter of our company is Pratik Kakadia. For details, see “*Our Promoter and Promoter Group*” beginning on page 141 of this Prospectus.

### **Launch of key services, entry or exit in new geographies.**

For details of launch of key products or services, entry in new geographies or exit from existing markets, please refer to the chapter “*Our Business*” on page 103 of this Prospectus.

### **Lock-out or strikes**

There have been no lock-outs or strikes in our Company since inception.

### **Changes in the Management**

For details of change in Management, please see chapter titled “*Our Management*” on page 129 of the Prospectus.

### **Competition**

For details on the competition faced by our Company, please refer to the chapter titled “*Our Business*” beginning on page 103 of this Prospectus.

### **Changes in accounting policies in last three (3) years**

There is no change in accounting policies in last three years.

### **Guarantees provided by our Promoter**

Save and except as disclosed in this Prospectus, our Promoter has not given any guarantees to third parties that are outstanding as on the date of filing of this Prospectus. Please refer to the chapter titled “*Financial Indebtedness*” beginning on page 175 of this Prospectus.

## OUR MANAGEMENT

### Board of Directors

Our Company currently has four directors on its Board, including two independent directors and one women director. For details on the strength of our Board, as permitted and required under the Articles of Association, see “*Main Provisions of Articles of Association*” on page 249 of this Prospectus.

The following table sets forth the details of our Board as on the date of this Prospectus:

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
<p><b>Hetang Shah</b></p> <p><i>Designation:</i> Chairman and Managing Director</p> <p><i>DIN:</i> 02710970</p> <p><i>Date of birth:</i> February 16, 1973</p> <p><i>Address:</i> 301, Asthasiddhi Apartment, 25, Mahadevnagar Co. Op. Society, Stadium Road, Navrangpura, Ahmedabad – 380014, Gujarat, India.</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Period of directorship:</i> Five (5) years w.e.f. April 07, 2022</p> <p><i>Original Date of Appointment:</i> March 24, 2022 as Executive Director of the company.</p>	50	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Hetal Patel</b></p> <p><i>Designation:</i> Non-Executive &amp; Non-Independent Director</p> <p><i>Date of birth:</i> October 21, 1986</p> <p><i>DIN:</i> 08381794</p> <p><i>Address:</i> A-10, New Nikita Pak Society, Beside Sun and Step Club, Memnagar, Ahmedabad – 380 052, Gujarat, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Current term:</i> Liable to retire by rotation</p> <p><i>Original Date of Appointment:</i> October 25,</p>	36	<p><b>Public Limited Companies:</b></p> <p>1. Starlit Hospitals Private Limited 2. Kakadia Investment Private Limited</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
2021		
<p><b>Ekta Patel</b></p> <p><i>Designation:</i> Non-Executive and Independent Director</p> <p><i>DIN:</i> 09574878</p> <p><i>Date of birth:</i> March 21, 1988</p> <p><i>Address:</i> E4 162, Orchid Heaven, Applewoods Township, Near Shantipura Circle, Shela, Ahmedabad – 380 058, Gujarat, India</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Period of directorship:</i> Five (5) years w.e.f. April 18, 2022</p> <p><i>Original Date of Appointment:</i> April 18, 2022</p>	35	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Nishita Sanghavi</b></p> <p><i>Designation:</i> Non-Executive and Independent Director</p> <p><i>DIN:</i> 09574964</p> <p><i>Date of birth:</i> December 29, 1986</p> <p><i>Address:</i> C-301, Vishwas City-6, Gota Cross Road, Gota, Daskroi, Ahmedabad – 382 481, Gujarat, India.</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Period of directorship:</i> Five (5) years w.e.f. April 18, 2022</p> <p><i>Original Date of Appointment:</i> April 18, 2022</p>	36	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

### Brief profiles of our directors

**Hetang Shah** aged 50 years, is the Chairman and Managing Director of our company. He holds degree of Bachelor of Commerce from Gujarat University. He has an experience of more than 2 decades in Investment Banking. His expertise includes experience of turning around Organisation, management of

finance and business process, capital structuring. He has sound knowledge of finance and management with deep understanding of business process, capital structuring, Business planning and implementation and all these with use of extensive technology which makes him one of the most sought-after consultants of the present generation entrepreneurs.

**Hetal Patel**, aged 36 years, is the Non-Executive director of our company. She holds degree of Bachelor of Commerce from Saurashtra University. She is presently acting as Director i.e Member of Board of Directors of Shri Vinayak Sahakari Bank Limited.

**Ekta Patel** aged 35 years, is an Independent Director of our company. She has completed her Bachelor of Commerce from Gujarat University and completed her professional degree of Company Secretary from Institute of Company Secretaries of India (ICSI). She has knowledge in Company law, Labour laws and FEMA Law. She has experience in the field of Corporate Affairs and Secretarial works.

**Nishita Sanghvi** aged 36 years, is an Independent Director of our company. She has completed her Bachelor of Commerce and Bachelor of Law from Gujarat University. She is an Associate Member of the Institute of Company Secretaries of India (ICSI). She has experience in the field of corporate laws. She was practicing company secretary associated with the various SEBI regulations, labour laws and corporate law.

#### **Confirmations:**

##### **a) Details of directorship in companies suspended or delisted.**

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

##### **b) Family Relationship between the Directors**

None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

##### **c) Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Prospectus.

**d)** None of the Directors are categorized as a wilful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.

**e)** None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.

**f)** None of the Promoter or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

#### **Service contracts with Directors**

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

## Borrowing Powers

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an EGM held on May 14, 2022, our Board is authorised to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed ₹ 500 Crores.

## Terms of employment of our Managing Director

### Hetang Shah, Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on April 07, 2022, Hetang Shah was appointed as the Managing Director of our Company for a period of five (05) years with effect from April 07, 2022 and approved by the Shareholders of our Company at the EGM held on April 18, 2022, the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration of our Managing Director have been summarized below:

<b>Basic Salary</b>	Maximum of ₹ 20,000/- per month, with such increments as may be decided by the Board from time to time.
<b>Performance incentive or commission</b>	The annual increments which will be effective 1 <sup>st</sup> April each year, will be decided by the Board and will be merit-based and will take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board.
<b>Benefits, Perquisites and allowances</b>	Benefits, Perquisites and allowances, as may be decided by the Board from time to time.
<b>Remuneration</b>	The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Chairman and Managing Director and other Executive Directors of the Company taken together.

## Sitting fees and commission to Non-Executive Directors and Independent Directors

Non-Executive Directors of the company - both Independent and Non-Independent - may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations. None of our Non-Executive Directors (both Independent and Non-Independent) have received any remuneration/ compensation during preceding financial year.

## Payments or benefits to our directors

### Executive Directors

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Director for Fiscal 2022:

<b>Name of the Executive Director</b>	<b>Remuneration for Fiscal 2023 (in ₹ lakhs)</b>
Hetang Shah	Nil

\* Hetang Shah was appointed as Managing Director pursuant to a resolution passed by our Board on August 07, 2022 and approved by our Shareholders in the EGM held on April 18, 2022. Accordingly, he was not paid any remuneration as Managing Director for Fiscal 2023.



### **Non-Executive Directors:**

Non-Executive Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board.

### **Contingent and deferred compensation payable to the Directors**

As on the date of this Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

### **Bonus or profit-sharing plan for our directors**

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

### **Shareholding of Directors in our Company**

The details of the shareholding of our directors as on the date of this Prospectus are as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>No. of Equity Shares</b>	<b>Percentage of Pre-Issue Capital (%)</b>	<b>Percentage of Post-Issue Capital (%)*</b>
1.	Hetal Patel	2,39,967	4.31	3.00
	<b>Total</b>	<b>2,39,967</b>	<b>4.31</b>	<b>3.00</b>

\* Subject to finalisation of Basis of Allotment.

### **Interests of our Directors**

Our Independent 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 and 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 payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an Officer or employee of the Company.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer “*Our Management - Shareholding of Directors in our Company*” beginning on page 129 of this Prospectus.

Our non-executive Director Hetal Patel has provided unsecured loan to our Company. For further details, please refer chapter titled “*Restated Financial Statements*” and “*Financial Indebtedness*” on page 147 and 175, respectively in this Prospectus.

Other than our promoter, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Except as stated in the chapter “*Our Business*” on page 103 of this Prospectus and in the chapter “*Restated Financial Statement*” on page 147 none of our directors have any interest in the property proposed to be acquired by our Company.

Except as disclosed in the section titled in “*Restated Financial Statements*” on page 147, our Directors do not have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

For details with respect to loan to directors, please refer to chapter titled “*Restated Financial Statement*” on page 147 of this Prospectus.

### Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

### Bonus or profit-sharing plan for the Directors

None of the Directors are party to any bonus or profit-sharing plan of our Company.

### Changes in our Company’s Board of Directors during the last three (3) years

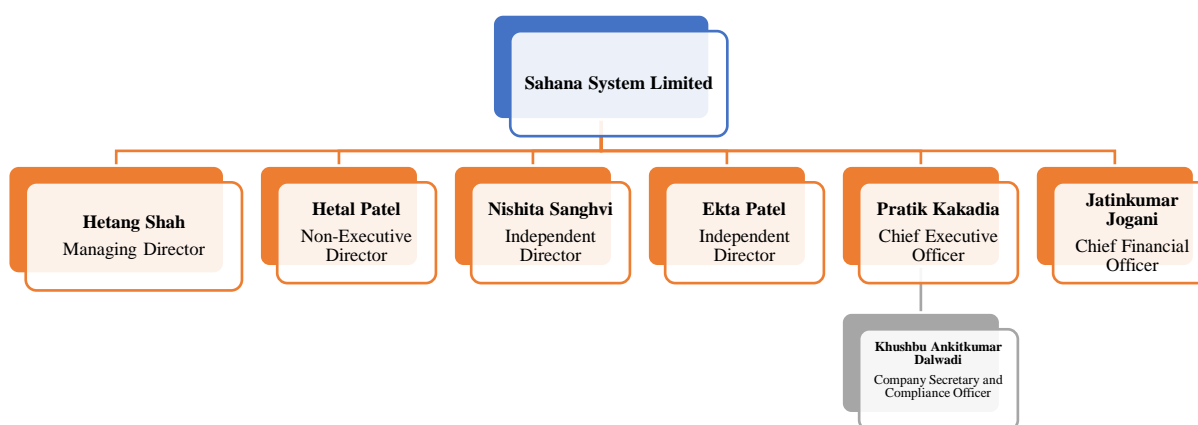
Following are the changes in the Board of Directors during the last three (3) years

Name of Directors	Date of Appointment	Date of Change in designation	Date of cessation	Reasons for changes in the Board
	February 20, 2020 (As First Director of company)	-	June 29, 2020	Appointed and Resigned as a Director
Shardaben Kakadiya	October 25, 2021	December 31, 2021	June 10, 2022	Appointment as Additional Director (Non-Executive) and regularization and Change in Designation from Non-Executive to Executive Director and resigned as a director.
Pratik Kakadia	February 20, 2020 (As First Director of company)	-	October 29, 2021	Appointed and Resigned as a Director
Dipak Patel	June 29, 2020	-	October 29, 2021	Appointed and Resigned as a Director
Hetal Patel	October 25, 2021	December 31, 2021	-	Appointment as Additional Director (Non-Executive) and Regularization and Change in Designation from Non-Executive to Executive Director
	-	April 18, 2022	-	Change in Designation to Non-Executive Director
Hetang Shah	March 24, 2022	April 07, 2022	-	Appointment as Executive Director and Change in

Name of Directors	Date of Appointment	Date of Change in designation	Date of cessation	Reasons for changes in the Board
				designation from Executive Director to Managing Director
Ekta Patel	April 18, 2022	-	-	Appointment as Independent Director
Nishita Sanghvi	April 18, 2022	-	-	Appointment as Independent Director

## Management Organization Structure

The following chart depicts our Management Organization Structure



## COMPLIANCE WITH CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI (LODR) Regulations to the extent applicable to the entity whose shares are listed on the SME Exchange will also be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI ICDR Regulations and the Companies Act in respect of corporate governance including the constitution of the Board and committees thereof.

The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, each as required under law. Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations.

### Constitutions of Committees

Our Company has constituted the following committees:

#### 1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on May 9, 2022, as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises of following members.

Name of the Directors	Designation	Designation in Committee
Nishita Sanghvi	Non-Executive Independent Director	Chairperson

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Ekta Patel	Non-Executive Independent Director	Member
Hetang Shah	Managing Director	Member

The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

**Terms of reference:**

**Role of Audit Committee**

The scope of audit committee shall include, but shall not be restricted to, the following:

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval, particularly with respect to;
  - a. Changes, if any, in accounting policies and practices and reasons for the same,
  - b. Major accounting entries involving estimates based on the exercise of judgment by management,
  - c. Significant adjustments made in the financial statements arising out of audit findings,
  - d. Compliance with listing and other legal requirements relating to financial statements,
  - e. Disclosure of any related party transactions,
  - f. Modified opinion(s) / Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party, subject following conditions;
  - The Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
  - In case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;
  - In case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
5. Reviewing, with the management, and monitoring 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, and making appropriate recommendations to the Board to take up steps in this matter;
6. Scrutiny of Inter-corporate loans and investments;
7. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
8. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
9. Valuation of undertakings or assets of the company, where ever it is necessary;

10. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
12. To monitor the end use of fund invested or given by the Company to Subsidiary Companies;
13. Carrying out any other function as assigned by the Board of Directors from time to time.

### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the Internal Auditor.
5. Quarterly / half yearly statement of deviation(s), if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
6. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus.

### **Powers of the Audit Committee:**

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
6. To investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

### **2. Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated May 9, 2022. The constituted Stakeholders Relationship Committee comprises of following members:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Ekta Patel	Non-Executive Independent Director	Chairperson
Nishita Sanghvi	Non-Executive Independent Director	Member
Hetang Shah	Managing Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

## Terms of Reference

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
2. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
3. Issue duplicate/split/consolidated share certificates;
4. Dematerialization/Rematerialization of Share;
5. Review of cases for refusal of transfer / transmission of shares and debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
7. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

### 3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated May 9, 2022. The Nomination and Remuneration Committee comprises of following members:

Name of the Directors	Designation	Designation in Committee
Nishita Sanghvi	Non-Executive Independent Director	Chairperson
Ekta Patel	Non-Executive Independent Director	Member
Hetal Patel	Non-Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

#### The terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
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 and shall carry out evaluation of every Director's performance.
5. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance

### Our Key Managerial Personnel

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel of our Company.

### Profiles of our Key Managerial Personnel

For the profile of Hetang Arunkumar Shah as a Managing Director, please refer chapter titled “Our Management - Brief Biographies of our Directors” on page 129 of this Prospectus.

The Key Managerial Personnel of our Company other than our Managing Director are as follows:-

<b>Name, Designation and Date of Joining</b>	<b>Qualification</b>	<b>Previous Employment</b>	<b>Overall Experience</b>	<b>Remuneration paid in previous year (2022-23) (₹ in Lakhs)</b>
Pratik Kakadia* Chief Executive Officer D.O.J-October 06, 2022	B.B.A (Marketing)	-	More than 10 Years (Finance and Management)	-
Jatinkumar Jogani Chief Financial Officer D.O.J- October 06, 2022	Postgraduate in Business Development	Aditya Life Science India	8 Years (Finance, Marketing and Administrative)	-
Khushbu Ankitkumar Dalwadi Company Secretary and Compliance Officer D.O.J-April 30, 2022	B.com and C.S.	Jyot Shukla & Co. (PCS)	8 months	2.70

\*Pratik Kakadia (Promoter and CEO) was partner in M/s. Sahana System formerly known as M/s. Ocean Technologies.

#### **Relationship amongst the Key Managerial Personnel of our Company**

Except as stated below none of our directors and Key Managerial Personnel of our Company are related to each other.

Pratik Kakadia is the husband of Hetal Patel.

#### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Prospectus

#### **Bonus or profit-sharing plan of the Key Managerial Personnel**

Our Company does not have a profit sharing plans for the Key Management Personnel.

#### **Shareholding of Key Management Personnel in our Company**

None of our Key Managerial Personnel except Pratik Kakadia holds Equity Shares in our Company as on the date of filing of this Prospectus. For further details, please refer to section titled “Capital Structure” beginning on page 64 of this Prospectus.

#### **Changes in Our Company’s Key Managerial Personnel during the last three (3) years**

<b>Name of KMP</b>	<b>Designation</b>	<b>Date of Event</b>	<b>Date of Resignation</b>	<b>Reason</b>
Pratik Kakadia	Chief Financial Officer	April 30, 2022	October 06, 2022	Appointed as Chief Financial Officer and Resigned

Name of KMP	Designation	Date of Event	Date of Resignation	Reason
Jatinkumar Jogani	Chief Financial Officer	October 06, 2022	-	Appointed as Chief Financial Officer
Pratik Kakadia	Chief Executive Officer	October 06, 2022	-	Appointed as Chief Executive Officer
Khushbu Ankitkumar Dalwadi	Company Secretary and Compliance Officer	April 30, 2022	-	Appointed as Company Secretary and Compliance Officer

### **Interest of Key Managerial Personnel**

Except as disclosed in this Prospectus, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

### **Payment of Benefits to of our KMPs (*non-salary related*)**

Except as disclosed in this Prospectus other than any statutory payments made by our Company to its KMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled “*Restated Financial Statements*” beginning on page 147 of this Prospectus



## OUR PROMOTER AND PROMOTER GROUP

### Promoter

Pratik Kakadia is the Promoter of our Company. As on the date of this Prospectus, our Promoter holds 43,91,805 Equity Shares, representing 78.83% of the pre-Issue issued, subscribed and paid-up capital, on a fully diluted basis, of our Company. For details, please see “*Capital Structure – Build-up of Promoter’s shareholding, Minimum Promoter’s Contribution and lock-in – Build-up of the Equity Shareholding of our Promoter in our Company*” on page 64.

### Details of our Promoter are as follows:

#### *Pratik Kakadia*



Pratik Kakadia, aged 36 years, is the Chief Executive Officer of our Company.

*Permanent Account Number: AQTPK3086B*

For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “*Our Management*” on page 129.

*Our Company confirms that the permanent account number, bank account number(s), passport number, aadhaar card number and driving license number of our Promoter, shall be submitted to the Stock Exchange at the time of filing this Prospectus.*

### Other ventures of our Promoter

Other than as disclosed in this chapter, our Promoter is not involved in any other ventures.

### Interests of Promoter

- (i) Our Promoter is interested in our Company to the extent (i) that he has promoted our Company; (ii) that either they, or any of their relatives, hold any direct or indirect shareholding or other securities in our Company, and any dividends or any other distributions payable in respect thereof; and (iii) any other distributions in respect of his shareholding in our Company. For details, see “*Capital Structure – History of the share capital held by our Promoter – Build-up of our Promoter shareholding in our Company*” beginning on page 64.
- (ii) our Promoter may be interested in transactions entered into by our Company with other entities (i) in which our Promoter holds shares, or (ii) controlled by our Promoter. For further details of interest of our Promoter in our Company, see “*Financial Statements - Restated Financial Statements – Notes to Restated Financial Statements – Annexure J – Related Party Transactions*” on page 147.
- (iii) The Promoter of our Company is also interested in our Company as Chief Executive Officer of our Company and may be deemed to be interested in the remuneration payable to him and the reimbursement of expenses incurred by them in the said capacity. For further details, see “*Our Management*” on page 129.
- (iv) Our Promoter and Promoter group members have also provided unsecured loans to our Company. For further details, please refer chapter titled “*Financial Statements*” and “*Financial Indebtedness*” on page 147 and 175, respectively in this Prospectus.

- (v) Our Promoter does not have any interest in any venture that is involved in activities similar to those conducted by our Company.
- (vi) No sum has been paid or agreed to be paid to our Promoter or to any firm or company in which our Promoter is interested, in cash or shares or otherwise by any person, either to induce him to become or to qualify him, as a director or Promoter or otherwise for services rendered by the Promoter, or by such firm or company, in connection with the promotion or formation of our Company.
- (vii) Our Promoter is not interested in any transaction for acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

#### **Payment or benefits to Promoter or Promoter Group**

Except as stated in the *Annexure – J “Related Party Transactions”* on page 147 there has been no payment of benefits to our Promoter during the two years preceding the filing of this Prospectus

#### **Companies or firms with which our Promoter have disassociated in the last three years**

Our Promoter has not dissociated himself from any companies or firms in the three years preceding the date of this Prospectus.

#### **Material guarantees**

As on the date of this Prospectus, our Promoter has not given any material guarantee to any third party with respect to the Equity Shares.

#### **Shareholding of the Promoter Group in our Company**

For details of Shareholding of members of our promoter group as on the date of this Prospectus see section titled “*Capital Structure*” on page 64.

#### **Outstanding Litigation**

There is no outstanding litigation against our Promoter except as disclosed in the section titled “*Risk Factors*” and “*Outstanding Litigation and Material Developments*” beginning on page 28 and 176 of this Prospectus.

#### **Common Pursuits of Promoter and Promoter Group Entities**

There are no common pursuits of Promoter and Promoter Group Entities which is involved in the same line of activity or business as that of our Company.

#### **Other confirmations**

- (a) Our Promoter is not a Wilful Defaulter or a Fraudulent Borrower.
- (b) Our Promoter is not a Fugitive Economic Offender.
- (c) Our Promoter and members of the Promoter Group have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.
- (d) Our Promoter is not, and has not been in the past, a promoter or a director of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

## Promoter Group of our Company

### (a) Individual Promoter Group of our Promoter

Relationship with Promoter	Pratik Kakadia
Father	Ramajibhai Kakadia
Mother	Shardaben Kakadia
Brother	-
Sister	Nilamben Kakadiya
Spouse	Hetal Patel
Daughter	Sahana Kakadia
Son	Jahaan Kakadia
Spouse's mother	Rasilaben Sorathiya
Spouse's father	Chaturbhai Sorathia
Spouse's Brother	Bhavin Sorathiya
Spouse's sister	Neepa Patel Nehaben Sorathiya

### (b) Entities forming a part of Promoter Group

Sr. No.	Name of Entities	PAN
1.	APIK Systems Private Limited	AAUCA4959P
2.	Kakadia Investment Private Limited	AAHCK8915E
3.	Skyoceans Wifi Solutions Private Limited	AAWCS4972N
4.	Starlit Hospitals Private Limited	AAICC0594N
5.	Shri Vinayak Sahakari Bank Limited	AAAAS6305D
6.	Astha Trading	AQTPK3086B
7.	Shreeji Traders	AQTPK3086B
8.	Sunshine Industries	AQTPK3086B
9.	Bartek Enterprise	AQTPK3086B

Other than as disclosed here, our Company has no companies or entities that form part of our Promoter Group.

## OUR GROUP COMPANY

In accordance with the SEBI (ICDR) Regulations, for the purpose of identification of Group Companies, our Company has considered companies with which there were related party transactions, during the period for which financial information is disclosed in the Prospectus, as covered under the applicable accounting standards, and also other companies as considered material by the Board as per the materiality policy adopted by the Board pursuant to its resolution dated July 26, 2022 (the “Materiality Policy”).

In terms of the Materiality Policy apart from the companies with which there have been related party transactions during the period for which financial information has been disclosed under this Prospectus, a company is considered to be a material Group Company as under:

- a. Company in which the investment in the form of equity or voting power, debt or debt instruments by our Company exceeds 25% of the net worth of our Company as per the last audited financial statements for the preceding financial year; and
- b. where the Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 5% of the total revenues of our Company as per the last audited financial statements for the last audited financial year.

As per the restated financial statements of the preceding three financial years “Shri Vinayak Sahakari Bank Limited” is group company.

The details in relation to the Group Company of the Company is set out below:

### 1. Shri Vinayak Sahakari Bank Limited (“SVSBL”)

#### *Corporate Information*

SVSBL was incorporated in 2001, registered in Ahmedabad having RBI License Number G.U.J-0015-P. The registered address of the bank is 1, Sumery bungalows, near Sandesh press road, Vastrapur lake, Bodakdev, Ahmedabad-380054.

#### **Nature of Activities**

SVSBL is providing banking services like Personal Banking, Missed call Banking, Tab Banking, Net Banking, Easy Pay, E-lobby, Senior citizen benefits, Safe Deposit Lockers, Biometric Banking, and Mobile Banking to fulfill customer requirements. They also provide various types of loans like Gold loan, Mortgage Loan, housing Loan, Personal Loan, vehicle loan and Cash Credit loan.

#### **Interest of our Promoter**

Our Promoter and promoter group members are holding 48,019 shares of the Company.

#### **Financial Information**

The financial information derived from the audited standalone financial statements of SVSBL as at and for the Financial Years ended March 31, 2022, 2021 and 2020 is set forth below:

(₹ in Lakhs)

Particulars	As at and for the financial year ended March 31		
	2022	2021	2020
Equity capital	216.11	192.61	158.61
Reserves and surplus (excluding revaluation reserves)	85.02	62.35	43.11

Particulars	As at and for the financial year ended March 31		
	2022	2021	2020
Sales	203.25	157.36	113.60
Profit/(Loss) after tax	21.26	15.20	19.96
Earnings per share (Basic) in ₹	9.84	7.89	12.59
Earnings per share (Diluted) in ₹	9.84	7.89	12.59
Net asset value per share	301.12	254.96	201.72

Financial statements of SVSBL for financial years ended March 31, 2022, March 31, 2021, and March 31, 2020, in terms of the SEBI ICDR Regulations are available on the website of our Company at [www.svsbl.com](http://www.svsbl.com)

### **Outstanding Litigation involving the Group Company**

There are no pending litigation involving the group company which may have a material impact on our Company. For details of litigation involving the Company, kindly refer to chapter “*Outstanding Litigation and Other Material Developments*” on page 176 of this Prospectus.

### **Significant Adverse Factors relating to Group Companies:**

#### **Common Pursuits**

our Group Company is not engaged in business activities similar to that of our Company. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

#### **Related business transactions within our Group Company and significance on the financial performance of the Company**

Other than the transactions as disclosed under chapter titled “*Restated Financial Statement*” under “*Related Party Transactions*” on page 147, there are no other related business transactions within the Group Company that may have significance on the financial performance of our Company.

#### **Business Interest**

Other than as disclosed under “*Related Party Transactions*” on page 147, there are no other business interests of our Group Companies in our Company.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also give the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

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

Our Company has not declared any dividend on Equity Shares since Incorporation.

## SECTION VI – FINANCIAL INFORMATION

### RESTATED FINANCIAL STATEMENTS

#### Independent Auditor’s Report for the Restated Financial Statements of Sahana System Limited

##### The Board of Directors

##### Sahana System Limited

Office – A-901, Mondeal Square,  
Nr. Prahlad Nagar Cross Road, S G Road,  
Ahmedabad,  
Gujarat – 380051

Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Sahana System Limited**(the “Company”) as at 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the ”**Restated Summary Statements**” or “**Restated Financial Statements**”). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in SME Emerge Platform of NSE Limited in terms of requirements of :
  - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
  - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part I of Chapter-III to the Companies Act, 2013(“**Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - (iii) (iii) The terms of reference to our engagements with the Company letter dated 26<sup>th</sup> December 2022 requesting us to carry out the assignment, in connection with the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in Emerge Platform of NSE. (“**IPO**” or “**SME IPO**”); and
  - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial period/ year ended 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 which has been approved by the Board of Directors.
4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- (i) The “**Summary of Statement of Assets and Liabilities as Restated**” as set out in **Annexure A** to this report, of the Company as at 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully
  - (ii) Described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure D** to this Report.
  - (iii) The “**Summary of Statement of Profit and Loss as Restated**” as set out in **Annexure B** to this report, of the Company for the period/year ended 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure D** to this Report.
  - (iv) The “**Summary of Statement of Cash Flow as Restated**” as set out in **Annexure C** to this report, of the Company for the period/year ended 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure D** to this Report.
5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
  - a) Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
  - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
  - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
  - d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period/year ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 which would require adjustments in this Restated Financial Statements of the Company.
  - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure D** to this report.
6. Audit of M/s Sahana System Limited for the period / financial year ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 was conducted by Rahul Mistri and Co. (Chartered Accountants) and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us. The Financial Statements for the financial year/period ended on 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 re-audited by us as per ICDR regulations.
7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial period/year ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2023 proposed to be included in the Draft Prospectus/Prospectus (“**Offer Document**”).



**Annexure of Restated Financial Statements of the Company:-**

1. Restated Statement of Assets and Liabilities in Annexure A
  2. Restated Statement of Profit & Loss Account in Annexure B
  3. Restated Statement of Cash Flow in Annexure C
  4. Significant Accounting Policies and Notes to Accounts as restated in Annexure D;
  5. Restated notes to Statement of Assets and Liabilities and Profit and Loss Account from Note 1 to Note 20
  6. Statement of Tax Shelters as Restated as appearing in Annexure E to this report
  7. Reconciliation of Restated Profit as appearing in Annexure F to this report.
  8. Reconciliation of Other Equity as appearing in Annexure G to this report.
  9. Details of Summary of Accounting Ratios as Restated as appearing in Annexure H to this report
  10. Details of Summary of Accounting Ratios Schedule III as Restated as appearing in Annexure I to this report
  11. Details of Related Parties Transactions as Restated as appearing in Annexure J to this report
  12. Capitalization Statement as Restated as at 31<sup>st</sup> March, 2023 as appearing in Annexure K to this report;
  13. Details of Terms & Condition of Short term borrowing as restated as appearing in annexure L to this report
8. We, A. K. Ostwal & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) . We hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI and the same has been in Process of renewal.
  9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
  10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
  11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  12. In our opinion, the above financial information contained in Annexure A to L and Note 1 to 20 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure Dare prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
  13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

**For, A. K. Ostwal & Co**

**Chartered Accountants**

**FRN: 107200W**

**Sd/-**

**Amit M Ajagiya**

**Partner**

**Membership No. 140574**

**Place : Ahmedabad**

**Date : 16/05/2023**

**UDIN : 23140574BGTQMH953**

**SAHANA SYSTEM LIMITED**  
**Restated Statement of Assets and Liabilities**

Annexure - A

(Amt. in Rs. Lakhs)

Sr No.	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
I.	<b>EQUITY AND LIABILITIES</b>				
1	<b>Shareholders' funds</b>				
	(a) Share capital	Note 1	557.15	309.53	1.00
	(b) Reserves and surplus	Note 2	522.56	142.53	16.44
2	<b>Non-current liabilities</b>				
	(a) Long-term borrowings		-	-	-
	(b) Other Non Current Liabilities		-	-	-
	(c) Deferred tax liabilities (Net)		-	-	-
	(d) Long-term Provisions		-	-	-
3	<b>Current liabilities</b>				
	(a) Short-term borrowings	Note 3	477.04	512.59	723.25
	(b) Trade payables				
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises	Note 4	472.85	327.83	5.63
	(c) Other current liabilities	Note 5	137.65	146.92	16.54
	(d) Short-term provisions	Note 6	250.57	59.51	10.08
	<b>TOTAL</b>		<b>2,417.82</b>	<b>1,498.91</b>	<b>772.93</b>
II.	<b>ASSETS</b>				
1	<b>Non-current assets</b>				
	(a) Property, Plant & Equipment	Note 7			
	(i) Tangible assets		72.46	47.26	16.11
	(ii) Intangible Assets		0.22	0.19	-
	(iii) Intangible Assets under development		61.71	61.71	61.71
	(iv) Capital Work in Progress				
	Less: Accumulated Depreciation		40.31	23.29	13.36
	Net Block		94.09	85.88	64.46
	(b) Non Current Investments		-	-	-
	(c) Deferred Tax Assets (Net)	Note 8	4.11	1.59	0.94
	(d) Long-term loans and advances	Note 9	217.95	-	-
	(e) Other Non Current Assets		-	-	-
2	<b>Current assets</b>				
	(a) Current Investments		-	-	-
	(b) Inventories	Note 10	1,316.78	845.88	690.65
	(c) Trade receivables	Note 11	720.34	480.06	14.58
	(d) Cash and cash equivalents	Note 12	11.37	9.81	0.80
	(e) Short-term loans and advances	Note 13	53.18	75.69	1.50
	(f) Other Current Assets		-	-	-
	<b>TOTAL</b>		<b>2,417.82</b>	<b>1,498.91</b>	<b>772.93</b>

For and on behalf of the Board of

**SAHANA SYSTEM LIMITED**

(Formally known as Sahana System Private Limited)

Accounting Policies & Notes on Accounts

As per our Report on Even date attached

For, A. K. Ostwal & Co

Chartered Accountants

FRN: 107200W

**Hetang Arunkumar Shah**  
**Chairman and Managing Director**  
(DIN: 02710970)

**Hetal Patel**  
**Non-Executive Director**  
(DIN: 08381794)

Amit M Ajagiya

Partner

M. No. 140574

Place : Ahmedabad

Date : 16/05/2023

UDIN: 23140574BGTQMH9534

**Khushbu Dalwadi**  
**Company Secretary**

Place: Ahmedabad

Date: 16/05/2023

**Jatinkumar Jogani**  
**Chief Financial Officer**

Place: Ahmedabad

Date: 16/05/2023

**SAHANA SYSTEM LIMITED**  
**Restated Statement of Profit and Loss account**  
**Annexure - B**

(Amt. in Rs. Lakhs)

Sr No.	Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
I.	Revenue from operations	Note 14	2,414.23	1,217.39	331.47
II.	Other income		-	-	-
<b>III.</b>	<b>Total Revenue (I + II)</b>		2,414.23	1,217.39	331.47
<b>IV.</b>	<b>Expenses:</b>				
	Purchase of Stock-In-Trade	Note 15	1,835.33	483.34	11.02
	Changes in Inventories of work-in-progress	Note 16	(470.90)	(155.23)	6.38
	Employee benefits expense	Note 17	52.96	51.22	203.32
	Finance costs	Note 18	64.25	72.24	58.21
	Depreciation and amortization expense	Note 19	17.02	9.93	3.68
	Operating and Other expenses	Note 20	29.38	560.37	26.45
	Total expenses		1,528.04	1,021.86	309.06
	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		886.19	195.53	22.41
VI	Exceptional Items				
<b>VII</b>	<b>Profit before extraordinary items and tax</b>		886.19	195.53	22.41
VIII	Extraordinary items		-	-	-
<b>IX</b>	<b>Profit before tax (VII-VIII)</b>		886.19	195.53	22.41
X	Tax expense:				
	(1) Current tax	Annexure -E	249.07	55.00	5.83
	(2) Deferred tax	Note 8	(2.52)	(0.65)	0.15
	(3) Less :- MAT Credit Entitlement		-	-	-
<b>XI</b>	<b>Profit/(loss) for the period from Continuing operations(VII-VII)</b>		639.64	141.18	16.44
XII	Profit/(loss) from Discontinuing operations		-	-	-
XIII	Tax Expense of Discontinuing operations		-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-
<b>XV</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		639.64	141.18	16.44
<b>XVI</b>	<b>Earnings per equity share:</b>				
	(1) Basic		11.48	2.54	0.30
	(2) Diluted		11.48	2.54	0.30

For and on behalf of the Board of

**SAHANA SYSTEM LIMITED**

(Formally known as Sahana System Private Limited)

Accounting Policies & Notes on Accounts

As per our Report on Even date attached

For, A. K. Ostwal & Co

Chartered Accountants

FRN: 107200W

**Hetang Arunkumar Shah**  
**Chairman and Managing Director**  
**(DIN: 02710970)**

**Hetal Patel**  
**Non-Executive Director**  
**(DIN: 08381794)**

Amit M Ajagiya

Partner

M. No. 140574

Place : Ahmedabad

Date : 16/05/2023

UDIN: 23140574BGTQMH9534

**Khushbu Dalwadi**  
**Company Secretary**  
Place: Ahmedabad  
Date: 16/05/2023

**Jatinkumar Jogani**  
**Chief Financial Officer**  
Place: Ahmedabad  
Date: 16/05/2023

**SAHANA SYSTEM LIMITED**  
Restated Statement of Cash Flow  
Annexure C

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023		For the year ended 31 March 2022		For the year ended 31 March 2021	
<b><u>Cash flow from Operating Activities</u></b>						
<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>		886.19		195.53		22.41
Adjustments for :						
Depreciation & Amortisation Exp.	17.02		9.93		3.68	
Income Tax Written Off	(11.98)		(0.73)		-	
Finance Cost	64.25		72.24		58.21	
Income Tax Provision	(249.07)	(179.78)	(55.00)	26.43	(5.83)	56.06
<b>Operating Profit before working capital changes</b>		706.40		195.53		22.41
<b>Changes in Working Capital</b>						
Trade receivable	(240.28)		(465.48)		50.09	
Other Loans and advances receivable	(195.44)		(74.19)		6.97	
Inventories	(470.90)		(155.23)		6.38	
Trade Payables	145.02		322.20		(165.26)	
Other Current Liabilities	(9.27)		130.38		8.96	
Short Term Provisions	191.06		49.43		6.08	
		(579.80)		(192.89)		(86.79)
<b>Net Cash Flow from Operation</b>		126.60		2.65		(64.38)
Less : Income Tax provision		-		-		-
<b>Net Cash Flow from Operating Activities (A)</b>		126.60		2.65		(64.38)
<b><u>Cash flow from investing Activities</u></b>						
Sale/(Purchase) of Fixed Assets (net)	(25.24)		(31.34)		-	-
		(25.24)		(31.34)		-
<b>Net Cash Flow from Investing Activities (B)</b>		(25.24)		(31.34)		-
<b><u>Cash Flow From Financing Activities</u></b>						
Proceeds From Issue of shares capital	-		294.17		-	
Short Term Borrowing (Net)	(35.55)		(210.66)		63.38	
Interest Paid	(64.25)		(72.24)		(58.21)	
	-	(99.80)	-	11.27	-	5.17
<b>Net Cash Flow from Financing Activities (C)</b>		(99.80)		11.27		5.17
<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		1.56		17.42		(59.21)
Opening Cash & Cash Equivalents		9.81		0.80		3.94
<b>Cash and cash equivalents at the end of the period</b>		11.37		16.62		55.26
<b>Cash And Cash Equivalents Comprise :</b>						
Cash		0.06		-		0.80
Bank Balance :						
Current Account		11.31		9.81		-
<b>Total</b>		11.37		9.81		0.80

For, A. K. Ostwal & Co  
Chartered Accountants  
FRN: 107200W

For and on behalf of the Board of  
**SAHANA SYSTEM LIMITED**  
(Formally known as Sahana System Private Limited)

Amit M Ajagiya  
Partner  
M. No. 140574  
Place : Ahmedabad  
Date : 16/05/2023  
UDIN: 23140574BGTQMH9534

**Hetang Arunkumar Shah**  
irman and Managing Director  
(DIN: 02710970)

**Hetal Patel**  
Non-Executive Director  
(DIN: 08381794)

**Khushbu Dalwadi**  
Company Secretary  
Place: Ahmedabad  
Date: 16/05/2023

**Jatinkumar Jogani**  
Chief Financial Officer  
Place: Ahmedabad  
Date: 16/05/2023

**Note 1 SHARE CAPITAL**

(Amt. in Rs. Lakhs)

Share Capital	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs
<b>Authorised</b>						
Equity Shares of Rs.10 each	1,00,00,000.0	1,000.00	50,00,000.00	500.00	10,000.00	1.00
<b>Issued</b>						
Equity Shares of Rs.10 each	55,71,493.0	557.15	30,95,274.00	309.53	10,000.00	1.00
<b>Subscribed &amp; Paid up</b>						
Equity Shares of Rs.10 each fully paid up	55,71,493.0	557.15	30,95,274.00	309.53	10,000.00	1.00
Capital Account			-	-	-	
<b>Total</b>	<b>55,71,493.00</b>	<b>557.15</b>	<b>30,95,274.00</b>	<b>309.53</b>	<b>10,000.00</b>	<b>1.00</b>

**Note 1.1 RECONCILIATION OF NUMBER OF SHARES**

Name of Shareholder	Equity Shares		Equity Shares		Equity Shares	
	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs
Shares outstanding at the beginning of the year	30,95,274.00	309.53	10,000.00	1.00	10,000.00	1.00
Shares issued during the year	24,76,219.00	247.62	30,85,274.00	308.53	-	-
Shares outstanding at the end of the year	55,71,493.00	557.15	30,95,274.00	309.53	10,000.00	1.00

**Note 1.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.**

Name of Shareholder	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Pratik Kakadia	43,91,805	78.83%	24,39,892	78.83%	9,000	90.00%
Dipak Patel	5,43,325	9.75%	3,01,847	9.75%	-	0.00%
Hetal Chaturbhai Patel	2,39,967	4.31%	-	0.00%	-	0.00%
Shardaben Ramjibhai Kakadiya	3,29,530	5.91%	1,83,072	5.91%	1,000	10.00%

**Note 1.3 Details of Shares held by Promoters & Promotor Group**

Name of Shareholder	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Pratik Kakadia	43,91,805	78.83%	24,39,892	78.83%	9,000	90.00%
Shardaben Ramjibhai Kakadiya	3,29,530	5.91%	1,83,072	5.91%	-	0.00%
Ramjibhai Parbatbhai Kakadia	66,830	1.20%	37,128	1.20%	-	0.00%
Hetal Chaturbhai Patel	2,39,967	4.31%	1,33,315	4.31%	-	0.00%

Note 2 **RESERVE AND SURPLUS**

0

(Amt. in Rs. Lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>A. Securities Premium Account</b>			
Opening Balance	-	-	-
Add : Securities premium credited on Share issue	-	291.77	-
<u>Less : Premium Utilised for various reasons</u>	-	-	-
For Issuing Bonus Shares	-	291.77	-
Closing Balance	-	-	-
<b>A. Profit &amp; Loss Account</b>			
Opening balance	142.53	16.44	-
(+) Net Profit/(Net Loss) For the current year	639.64	141.18	16.44
(-) Income Tax Written off during the year	11.98	0.73	-
(-) Utilization for Bonus Equity Shares	247.62	14.36	-
(-) Profit of Firm transferred to Partners' Capital a/c due to conversion		-	-
Closing Balance	<b>522.56</b>	<b>142.53</b>	<b>16.44</b>
<b>Total</b>	<b>522.56</b>	<b>142.53</b>	<b>16.44</b>

Note 3 **SHORT TERM BORROWINGS**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Secured</b>			
<b>(a) Working Capital Loans</b>			
<b>From banks</b>			
Tamilnad Mercantile Bank Ltd	302.46	423.51	521.11
<b>(b) Current Maturity of Long Term Debts</b>	302.46	423.51	521.11
<b>Unsecured</b>			
<b>(a) Loans &amp; Advances from Promoter/ Promoter Group/ Group Companies</b>	174.58	89.07	195.29
<b>(b) Loans &amp; Advances from Directors other than promoter</b>	-	-	6.85
<b>(c) Loans &amp; Advances from Shareholders</b>	0.00	0.01	-
	174.58	89.08	202.14
<b>In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) &amp; (d)</b>			
1. Period of default	-	-	-
2. Amount	-	-	-
<b>Total</b>	<b>477.04</b>	<b>512.59</b>	<b>723.25</b>

Note : The loan from Tamilnad Mercantile Bank Limited was originally availed by the partnership firm M/s Oceans Technology which was subsequently converted into the public limited company M/s Sahana System Limited. However, the loan has not been transferred in the name of Sahana System Limited and hence a separate charge has not been created with the registrar of companies. Furthermore, interest payment of the said loan is being done by Sahana System Limited from its earnings.

Note 4 **TRADE PAYABLES**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(a) Micro, Small and Medium Enterprise	-	-	-
(b) Others	472.85	327.83	5.63
<b>Total</b>	<b>472.85</b>	<b>327.83</b>	<b>5.63</b>

**Note 4.1 Trade Payable Ageing Schedule**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Undisputed Dues</b>			
(a) Micro, Small and Medium Enterprise			
Less than 1 Year	-	-	-
1 to 2 Years	-	-	-
2 to 3 Years	-	-	-
More than 3 Years	-	-	-
(b) Others			
Less than 1 Year	472.85	322.20	5.63
1 to 2 Years	-	5.63	-
2 to 3 Years	-	-	-
More than 3 Years	-	-	-
<b>Total</b>	<b>472.85</b>	<b>327.83</b>	<b>5.63</b>

**Note 5 OTHER CURRENT LIABILITIES**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(i) Statutory Remittance			
(i) GST Payable	30.31	20.25	-
(ii) TDS Payable	0.09	-	-
(ii) Advanced from Customers	102.95	122.87	-
(iii) Other Payables			
(i) Wages & Salary Payable	-	-	15.74
(ii) Legal Fees Payable	4.30	3.80	0.80
<b>Total</b>	<b>137.65</b>	<b>146.92</b>	<b>16.54</b>

**Note 6 SHORT TERM PROVISIONS**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Provision For</b>			
Income Tax	249.07	59.01	9.83
Audit Fees	1.50	0.50	0.25
<b>Total</b>	<b>250.57</b>	<b>59.51</b>	<b>10.08</b>

**Note 8****Deferred Tax Liabilities (Net)**

(Amt. in Rs. Lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
WDV as per book	32.33	24.06	2.75
WDV as per IT	47.09	29.78	6.37
Time Difference	(14.77)	(5.72)	(3.63)
Disallowance u/s 43B	-	-	-
Carried Forward Loss	-	-	-
<b>Total</b>	<b>(14.77)</b>	<b>(5.72)</b>	<b>(3.63)</b>
<b>As per B/S (Liability)/(Asset)</b>	<b>(4.11)</b>	<b>(1.59)</b>	<b>(0.94)</b>
<b>As per B/S (Liability)/(Asset) (Round Off)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Transfer to P &amp; L A/c (Loss)/(Profit)</b>	<b>(2.52)</b>	<b>(0.65)</b>	<b>0.15</b>
<b>Transfer to P &amp; L A/c (Round Off)</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note 9 LONG TERM LOANS AND ADVANCES**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(Unsecured and Considered Good)			
<b>a. Deposits</b>	217.95	-	-
<b>Total</b>	<b>217.95</b>	<b>-</b>	<b>-</b>

**Note 10 INVENTORIES**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Stock-In-Trade	697.35	226.45	71.23
Work in Progress	619.43	619.43	619.43
<b>Total</b>	<b>1,316.78</b>	<b>845.88</b>	<b>690.65</b>

**Note 11 TRADE RECEIVABLES**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(Unsecured and Considered Good)			
<b>a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies</b>			
Over Six Months	-	-	-
Others	-	-	-
<b>b. From Others</b>			
Upto 6 Months	693.89	463.43	14.58
6 Months to 1 Year	26.45	2.05	-
1 to 2 Years	0.00	14.58	-
2 to 3 Years		-	-
More Than 3 Years		-	-
<b>Total</b>	<b>720.34</b>	<b>480.06</b>	<b>14.58</b>

**Note 12 CASH AND CASH EQUIVALENTS**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>a. Balances with banks</b>			
Axis Bank	10.97	9.78	-
Shri Vinayak Sahakari Bank	0.34	0.03	-
<b>b. Cash on hand</b>	0.06	-	0.80
<b>c. Fixed Deposits</b>			
Margin money having more than 3 Months Initial maturity but less than 12 months		-	-
Margin money having more than 12 Months Initial maturity	0.00	-	-
<b>Total</b>	<b>11.37</b>	<b>9.81</b>	<b>0.80</b>

**Note 13 SHORT TERM LOANS AND ADVANCES**

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(Unsecured and Considered Good)			
<b>a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company</b>			
<b>b. Balance with Government Authorities</b>	19.27	72.00	1.50
<b>c. Others (specify nature)</b>			
Advance to Suppliers	33.91	3.69	-
<b>Total</b>	<b>53.18</b>	<b>75.69</b>	<b>1.50</b>



NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 7

Property, Plant and Equipment

(Amt. in Rs. Lakhs)

	Particulars	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2022	Additions	Disposal/ Adjustment	Balance as at 31st March 2023	Balance as at 1 April 2022	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31st March 2023	Balance as at 31st March 2023	Balance as at 1 April 2022
<b>a</b>	<b>Tangible Assets</b>											
	Furnitures	0.67	0.67	-	1.34	0.40	-	0.24	-	0.64	0.71	0.27
	Electric & Fittings	3.45	10.45	-	13.90	1.04	-	2.97	-	4.01	9.89	2.42
	Office Equipments	0.07	-	-	0.07	0.06	-	0.00	-	0.06	0.01	0.01
	Computers	18.07	14.08	-	32.15	15.53	-	7.84	-	23.37	8.78	2.54
	Vehicles	25.00	-	-	25.00	6.18	-	5.88	-	12.06	12.94	18.82
<b>b</b>	<b>Intangible Assets</b>											
	Software	0.19	0.04	-	0.22	0.09	-	0.09	-	0.17	0.05	0.10
<b>c</b>	<b>Intangible Assets under development</b>											
	Software	61.71	-	-	61.71	-	-	-	-	-	61.71	61.71
	<b>Total</b>	<b>109.17</b>	<b>25.24</b>	<b>0.00</b>	<b>134.40</b>	<b>23.29</b>	<b>0.00</b>	<b>17.02</b>	<b>0.00</b>	<b>40.31</b>	<b>94.09</b>	<b>85.88</b>

	Particulars	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2021	Additions	Disposal/ Adjustment	Balance as at 31 March 2022	Balance as at 1 April 2021	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2022	Balance as at 31 March 2022	Balance as at 1 April 2021
<b>a</b>	<b>Tangible Assets</b>											
	Furnitures	0.67	-	-	0.67	0.30	-	0.10	-	0.40	0.27	0.37
	Electric & Fittings	0.67	2.78	-	3.45	0.30	-	0.73	-	1.04	2.42	0.37
	Office Equipments	0.07	-	-	0.07	0.05	-	0.01	-	0.06	0.01	0.02
	Computers	14.69	3.38	-	18.07	12.71	-	2.82	-	15.53	2.54	1.98
	Vehicles	-	25.00	-	25.00	-	-	6.18	-	6.18	18.82	-
<b>b</b>	<b>Intangible Assets</b>											
	Software	-	0.19	-	0.19	-	-	0.09	-	0.09	0.10	-
<b>c</b>	<b>Intangible Assets under development</b>											
	Software	61.71	-	-	61.71	-	-	-	-	-	61.71	61.71
	<b>Total</b>	<b>77.82</b>	<b>31.34</b>	<b>0.00</b>	<b>109.17</b>	<b>13.36</b>	<b>0.00</b>	<b>9.93</b>	<b>0.00</b>	<b>23.29</b>	<b>85.88</b>	<b>64.46</b>

	Particulars	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2020	Additions	Disposal/ Adjustment	Balance as at 31 March 2021	Balance as at 1 April 2020	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2021	Balance as at 31 March 2021	Balance as at 1 April 2020
<b>a</b>	<b>Tangible Assets</b>											
	Furnitures	0.67	-	-	0.67	0.18	-	0.13	-	0.30	0.37	0.50
	Electric & Fittings	0.67	-	-	0.67	0.18	-	0.13	-	0.30	0.37	0.50
	Office Equipments	0.07	-	-	0.07	0.03	-	0.02	-	0.05	0.02	0.04
	Computers	14.69	-	-	14.69	9.30	-	3.40	-	12.71	1.98	5.39
	Vehicles	-	-	-	-	-	-	-	-	-	-	-
<b>b</b>	<b>Intangible Assets</b>											
	Software	-	-	-	-	-	-	-	-	-	-	-
<b>c</b>	<b>Intangible Assets under development</b>											
	Software	61.71	-	-	61.71	-	-	-	-	-	61.71	61.71
	<b>Total</b>	<b>77.82</b>	<b>0.00</b>	<b>0.00</b>	<b>77.82</b>	<b>9.69</b>	<b>0.00</b>	<b>3.68</b>	<b>0.00</b>	<b>13.36</b>	<b>64.46</b>	<b>68.14</b>

**Note 14 REVENUE FROM OPERATIONS**

-

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of Goods	1,278.72	382.02	16.74
Sale of Services	1,135.51	835.38	314.73
Less : Sales Return		-	-
<b>Total</b>	<b>2,414.23</b>	<b>1,217.39</b>	<b>331.47</b>

**Note 14.1 PARTICULARS OF REVENUE FROM OPERATIONS**

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Sale of Goods</b>			
Sale of Hardware Items	1,278.72	382.02	16.74
<b>Sale of Services</b>			
Software Service	1,135.51	835.38	314.73
<b>Total</b>	<b>2,414.23</b>	<b>1,217.39</b>	<b>331.47</b>

**Note 15 PURCHASE OF STOCK-IN-TRADE**

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
		-	-
Purchase of Goods	1,835.33	483.34	11.02
<b>Cost of Materials Consumed</b>	<b>1,835.33</b>	<b>483.34</b>	<b>11.02</b>

**Note 16 CHANGES IN INVENTORIES OF WORK IN PROGRESS**

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
<b><u>Inventories at the end of the year</u></b>			
Stock-In-Trade	697.35	226.45	71.23
Work-In-Progress	619.43	619.43	619.43
<b><u>Inventories at the beginning of the year</u></b>			
Stock-In-Trade	226.45	71.23	77.60
Work-In-Progress	619.43	619.43	619.43
<b>Net(Increase)/decrease</b>	<b>(470.90)</b>	<b>(155.23)</b>	<b>6.38</b>

**Note 17 EMPLOYEE BENEFITS EXPENSES**

-

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
(a) Salaries and Wages	47.69	51.22	200.86
(b) Contributions to Provident Fund & Other Fund	5.27	-	-
Provident Fund		-	-
(c) Staff welfare expenses		-	2.46
<b>Total</b>	<b>52.96</b>	<b>51.22</b>	<b>203.32</b>

Note 18 FINANCE COST

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
(a) Interest expense :-			
(i) Borrowings	63.74	72.21	58.12
(b) Other borrowing costs	0.51	0.03	0.09
<b>Total</b>	<b>64.25</b>	<b>72.24</b>	<b>58.21</b>

Note 19 DEPRECIATION AND AMORTISATION

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation Exp	17.02	9.93	3.68
<b>Total</b>	<b>17.02</b>	<b>9.93</b>	<b>3.68</b>

Note 20 OTHER EXPENSES

-

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Operating Expenses</b>			
Cloud Expenses	0.51	0.44	0.77
Mobile & Internet Expenses	0.17	0.37	1.33
Travelling Expenses		2.65	15.01
Electricity Charges	0.97	2.81	1.37
Work Contract Expenses		526.28	-
		-	-
<b>Marketing Exp</b>			
Advertisement Expenses	0.04	4.35	-
		-	-
<b>Establishment Expenses</b>			
Subscription Charges	-	0.72	-
Rates & Taxes		7.58	-
Payment To auditor	1.50	0.25	0.25
Legal & Professional Fees	9.24	7.29	4.92
Insurance Expenses	1.03	2.87	-
Office Expenses	1.51	2.80	1.46
Repair & Maintenance Expenses	0.40	1.85	-
Stationery Expenses	0.07	0.07	1.33
Misc Expenses	13.94	0.03	-
		-	-
<b>Total</b>	<b>29.38</b>	<b>560.37</b>	<b>26.45</b>

Note 20.1 PAYMENT TO AUDITORS AS:

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
a. auditor	1.50	0.25	0.25
b. for taxation matters		-	-
c. for company law matters		-	-
d. for management services		-	-
e. for other services		-	-
f. for reimbursement of expenses		-	-
<b>Total</b>	<b>1.50</b>	<b>0.25</b>	<b>0.25</b>

## Statement of Tax Shelters

## Annexure -E

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Profit before tax as per books (A)</b>	<b>886.19</b>	<b>195.53</b>	<b>22.41</b>
Normal Corporate Tax Rate (%)	27.82%	27.82%	26.00%
Normal Corporate Tax Rate (Other Source)(%)	27.82%	27.82%	26.00%
MAT Rates	19.055%	19.055%	19.055%
Tax at notional rate of profits	246.54	54.40	5.83
<b>Adjustments :</b>			
<b>Permanent Differences(B)</b>			
Expenses disallowed under Income Tax Act, 1961	-	-	-
<b>Total Permanent Differences(B)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Income considered separately (C)</b>	-	-	-
<b>Total Income considered separately (C)</b>	-	-	-
<b>Timing Differences (D)</b>			
Difference between tax depreciation and book depreciation	9.10	2.18	-0.00
Dep As Per Book	17.02	9.93	3.68
Dep As Per Income Tax	7.92	7.75	3.68
Difference due to any other items of addition u/s 28 to 44DA	-	0.00	-
<b>Total Timing Differences (D)</b>	<b>9.10</b>	<b>2.18</b>	<b>-0.00</b>
<b>Net Adjustments E = (B+C+D)</b>	<b>9.10</b>	<b>2.18</b>	<b>-0.00</b>
<b>Tax expense / (saving) thereon</b>	2.53	0.61	-0.00
<b>Income from Other Sources (F)</b>	-	-	-
<b>Loss of P.Y. Brought Forward &amp; Adjusted(G)</b>	-	-	-
<b>Taxable Income/(Loss) (A+E+F+G)</b>	<b>895.29</b>	<b>197.71</b>	<b>22.41</b>
<b>Taxable Income/(Loss) as per MAT</b>	886.19	195.53	22.41
<b>Tax as per MAT</b>	147.92	32.64	4.23
<b>Basic Tax</b>	132.93	29.33	4.15
<b>Surcharge</b>	9.30	2.05	0.00
<b>Edu ess</b>	5.69	1.26	0.08
<b>Tax as per Normal Calculation</b>	249.07	55.00	5.83
<b>Basic Tax</b>	223.82	49.43	5.60
<b>Surcharge</b>	15.67	3.46	0.00
<b>Edu ess</b>	9.58	2.12	0.22
<b>Income Tax as returned/computed</b>	249.07	55.00	5.83
<b>Income Tax Provision (Round Off)</b>	249.07	55.00	5.83
Tax paid as per normal or MAT	Normal	Normal	Normal

**Reconciliation of Restated profit:****Annexure - F****(Amt. in Rs. Lakhs)**

<b>Adjustments for</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>	<b>For the year ended 31 March 2021</b>
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	620.60	121.73	20.11
<b><u>Adjustments for:</u></b>			
Depreciation	(0.37)	2.32	2.30
Deferred Tax Liability / Asset Adjustment	2.52	0.65	(0.15)
Current Income Tax Provision	16.90	16.49	(5.83)
<b>Total Adjustments</b>	<b>19.05</b>	<b>19.45</b>	<b>(3.67)</b>
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>639.65</b>	<b>141.18</b>	<b>16.44</b>

**Reconciliation of Other Equity****Annexure - G****(Amt. in Rs. Lakhs)**

<b>Adjustments for</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Reserve & Surplus as per Audited Balance Sheet	500.46	127.48	20.11
<b><u>Adjustments for:</u></b>			
Profit/(Loss) for the Year	19.05	19.45	(3.67)
(-) Income Tax Written off during the year	(12.00)	(0.73)	
Opening Balance Difference	15.05	(3.67)	
<b>Total Adjustments</b>	<b>22.09</b>	<b>15.05</b>	<b>(3.67)</b>
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>522.55</b>	<b>142.53</b>	<b>16.44</b>

Ratios	For the year ended 31st March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Restated PAT as per P& L Account	639.64	141.18	16.44
EBIDTA	967.46	277.70	84.30
Actual Number of Equity Shares at the end of the Year/Period	55,71,493.00	30,95,274.00	10,000.00
Weighted Average Number of Equity Shares at the end of the Year/Period (Pre Bonus Issue)	30,95,274.00	10,724.00	10,000.00
Weighted Average Number of Equity Shares at the end of the Year/Period (Post Bonus Issue)	55,71,493.00	55,48,203.00	55,47,479.00
Adjusted No. of equity shares at the end of the year/period (Post Bonus Issue)	55,71,493.00	55,48,203.00	10,000.00
Net Worth	1,079.71	452.06	17.44
Current Asset	2,101.67	1,411.44	707.53
Current Liability	1,338.11	1,046.85	755.49
<b>Earnings Per Share</b>			
Basic & Diluted (Pre Bonus Issue)	20.66	1,316.47	164.39
Basic & Diluted (Post Bonus Issue)	11.48	2.54	0.30
<b>Return on Net Worth (%) (Annualised)</b>	59.24%	31.23%	94.27%
<b>Net Asset Value Per Share (Rs) (Pre Bonus Issue)</b>	34.88	4,215.38	174.39
<b>Net Asset Value Per Share (Rs) (Post Bonus Issue)</b>	19.38	8.15	0.31
<b>Current Ratio</b>	1.57	1.35	0.94
<b>EBIDTA</b>	967.46	277.70	84.30
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00

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

Notes -

**Earning Per Share (EPS)**

**BASIC & DILUTED - EPS:**

**Profit available to the Equity Shareholders - (A)**

Restated PAT as per P& L Account

**Profit available to the Equity Shareholders - (A)**

Weighted average no. of Equity Shares outstanding-

Equity Shares outstanding at the beginning

Add: Shares issued during the year

**Basic/ Diluted Earning Per Share**

**Notes**

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.)	$\frac{\text{Restated PAT attributable to Equity/Shareholder}}{\text{Weighted Average Numbers of Equity Shares outstanding during the year}}$
Return on Net Worth (%)	$\frac{\text{Restated PAT attributable to Equity/Shareholder}}{\text{Net Worth}} \times 100$
Net Asset Value per equity share (Rs.)	$\frac{\text{Net Worth}}{\text{Weighted Average Numbers of Equity Shares outstanding during the year}}$

2. 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 multiplied by the time weighting factor.

3. Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

4. Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

5. The figures disclosed above are based on the Restated Financial Statements of the Company.

**Related Party Transactions**
**Annexure - J**
**Nature of Relationship**

<u>Name</u>	<u>Relation</u>	<u>Remarks</u>
Pratik Kakadia	Promoter & Promoter Group	-
Shardaben Ramjibhai Kakadiya	Promoter & Promoter Group	-
Ramjibhai Parbatbhai Kakadia	Promoter & Promoter Group	-
Hetal Chaturbhai Patel	Promoter & Promoter Group	-
Bartek Enterprise	Promoter & Promoter Group	-
Shri Vinayak Sahakari Bank Ltd	Enterprise in which Promoter exercise control	-
Dipak Kanaiyalal Patel	Director (Other than Promoter)	Effective from 29/06/2020 to 29/10/2021
Khushbu Amitkumar Dalwadi	KMP (Company Secretary)	-
Jatin Jogani	KMP (CFO)	-

(Amt. in Rs. Lakhs)

<u>Particulars</u>	<u>Relation</u>	<u>2022-23</u>	<u>2021-22</u>	<u>2020-2021</u>	<u>2019-2020</u>
<b><u>Unsecured Loan (Opening Balance)</u></b>					
Pratik Kakadia	Promoter & Promoter Group	69.13	195.29	110.13	28.38
Shardaben Ramjibhai Kakadiya	Promoter & Promoter Group	13.31	-	99.78	22.16
Ramjibhai Parbatbhai Kakadia	Promoter & Promoter Group	0.00	-	-	-
Hetal Chaturbhai Patel	Promoter & Promoter Group	3.02	-	-	-
Bartek Enterprise	Promoter & Promoter Group	3.60	-	-	-
Dipak Kanaiyalal Pate	Director (Other than Promoter)	0.01	6.85	-	-
<b><u>Unsecured Loan Accepted</u></b>					
Pratik Kakadia	Promoter & Promoter Group	85.82	118.18	85.16	84.24
Shardaben Ramjibhai Kakadiya	Promoter & Promoter Group	11.39	37.96	-	80.10
Ramjibhai Parbatbhai Kakadia	Promoter & Promoter Group	-	5.00	-	-
Hetal Chaturbhai Patel	Promoter & Promoter Group	129.20	20.97	-	-
Bartek Enterprise	Promoter & Promoter Group	52.18	3.60	-	-
Dipak Kanaiyalal Patel	Director (Other than Promoter)	2.83	23.55	6.85	-
<b><u>Unsecured Loan Repayment &amp; Converted in Share Capital</u></b>					
Pratik Kakadia	Promoter & Promoter Group	81.25	244.33	-	2.49
Shardaben Ramjibhai Kakadiya	Promoter & Promoter Group	19.70	24.65	99.78	2.49
Ramjibhai Parbatbhai Kakadia	Promoter & Promoter Group	-	5.00	-	-
Hetal Chaturbhai Patel	Promoter & Promoter Group	86.24	17.95	-	-
Bartek Enterprise	Promoter & Promoter Group	5.89	-	-	-
Dipak Kanaiyalal Patel	Director (Other than Promoter)	2.84	30.38	-	-
<b><u>Unsecured Loan (Closing Balance)</u></b>					
Pratik Kakadia	Promoter & Promoter Group	73.70	69.13	195.29	110.13
Shardaben Ramjibhai Kakadiya	Promoter & Promoter Group	5.00	13.31	-	99.78
Ramjibhai Parbatbhai Kakadia	Promoter & Promoter Group	0.00	0.00	-	-
Hetal Chaturbhai Patel	Promoter & Promoter Group	45.98	3.02	-	-
Bartek Enterprise	Promoter & Promoter Group	49.89	3.60	-	-
Dipak Kanaiyalal Patel	Director (Other than Promoter)	0.00	0.01	6.85	-
<b><u>REMUNERATION</u></b>					
Pratik Kakadia	Promoter & Promoter Group	-	-	12.00	6.50
Shardaben Ramjibhai Kakadiya	Promoter & Promoter Group	-	-	-	6.50
<b><u>Salary</u></b>					
Khushbu Amitkumar Dalwadi	KMP (Company Secretary)	2.70	-	-	-
<b><u>Sales</u></b>					
Shri Vinayak Sahakari Bank Ltd	Enterprise in which Promoter exercise control	1.57	0.35	-	-
<b><u>Trade Receivables</u></b>					
Shri Vinayak Sahakari Bank Ltd	Enterprise in which Promoter exercise control	0.27	0.32	-	-

**Capitalisation Statement as at 31st March, 2023****Annexure - K****(Amt. in Rs. Lakhs)**

<b>Particulars</b>	<b>Pre Issue</b>	<b>Post Issue*</b>
<b>Borrowings</b>		
Short term debt (A)	477.04	[●]
Long Term Debt (B)	-	[●]
<b>Total debts (C)</b>	<b>477.04</b>	<b>[●]</b>
<b>Shareholders' funds</b>		
Equity share capital	557.15	[●]
Reserve and surplus - as restated	522.56	[●]
<b>Total shareholders' funds</b>	<b>1,079.71</b>	<b>[●]</b>
<b>Long term debt / shareholders funds</b>	-	[●]
<b>Total debt / shareholders funds</b>	0.44	[●]

Post Issue will be updated at prospectus stage



**Annexure L**

**NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS**

(Amt. in Rs. Lakhs)

Sr. No.	Lender	Nature of facility	Sanction Date	Rate of interest (%)	Repayment Schedule	Security Hypothicated	Outstanding as on 31/03/2023
1	Tamilnad Mercantile Bank Ltd	Cash Credit	11-Oct-2018	MCLR + Credit Risk Premium(1.50%) + business Spread (2.50%)	Subject to renewal every year	Primaty Securities: Stock & Debtors of the company  Collateral Securities : 1. Commercial Office at Ahmedabad Valued at Rs. 275.00 Lakhs 2. Industrial Shed at Ahmedabad valued at Rs. 20.00 Lakhs 3. Commerical Office & Building at Nadiad valued at Rs. 8.00 Lakhs 4. Residential Flat at Surat valued at Rs. 34.75 Lakh	302.46

**Note : The loan from Tamilnad Mercantile Bank Limited was originally availed by the partnership firm M/s Oceans Technology which was subsequently converted into the public limited company M/s Sahana System Limited. However, the loan has not been transferred in the name of Sahana System Limited and hence a separate charge has not been created with the registrar of companies. Furthermore, interest payment of the said loan is being done by Sahana System Limited from its earnings.**

## OTHER FINANCIAL INFORMATION

### SUMMARY OF ACCOUNTING RATIOS

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Restated PAT as per P& L Account	639.64	141.18	16.44
EBITDA	967.46	278.53	84.30
Actual Number of Equity Shares at the end of the Year/Period	55,71,493.00	30,95,274	10,000
Weighted Average Number of Equity Shares at the end of the Year/Period (Pre-Bonus Issue)	30,95,274.00	10,724	10,000
Weighted Average Number of Equity Shares at the end of the Year/Period (Post Bonus Issue)	55,71,493.00	55,48,203	55,47,479
Net Worth	55,71,493.00	452.06	17.44
Current Asset	1,079.71	1,411.44	707.53
Current Liability	2,101.67	1,046.85	755.49
Adjusted Earnings Per Share (Rs.)			
Basic & Diluted (Pre-Bonus Issue)	20.66	1,316.47	164.39
Basic & Diluted (Post Bonus Issue)	11.48	2.54	0.30
Return on Net Worth (%) (Annualised)	59.24%	31.23%	94.27%
Net Asset Value Per Share (Rs) (Pre-Bonus Issue)	34.88	4,215.38	174.39
Net Asset Value Per Share (Rs) (Post Bonus Issue)	19.38	8.15	0.31
Current Ratio	1.57	1.35	0.94
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2023, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "Management's Discussion and Analysis of Financial Position and Results of Operations", "Financial Information – Restated Financial Statements" and "Risk Factors" on pages 168, 147 and 28 , respectively.

<b>Particulars</b>	<b>Pre-Issue</b>	<b>Post Issue</b>
<i>(Amount in ₹ in Lakhs)</i>		
<b>Borrowings</b>		
Short term debt (A)	477.04	477.04
Long Term Debt (B)	-	-
<b>Total debts (C)</b>	477.04	477.04
<b>Shareholders' funds</b>		
Equity share capital	557.15	799.65
Reserve and surplus - as restated	522.56	3,553.81
<b>Total shareholders' funds</b>	1,079.71	4,353.46
<b>Long term debt / shareholders' funds</b>	-	-
<b>Total debt / shareholders' funds</b>	0.44	0.11

## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the Year ended on March 31, 2023, March 31, 2022 and March 31, 2021. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Prospectus. You should also read the section entitled “*Risk Factors*” beginning on page 28 of this Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to Sahana System Limited, our Company. Unless otherwise indicated, financial information included herein are based on our “*Restated Financial Statements*” for Financial Year ended on March 31, 2023, March 31, 2022, March 31, 2021 included in this Prospectus beginning on page 147.

### **BUSINESS OVERVIEW**

We are engaged in the business of offering IT related services including web app development, mobile application development, AI & ML development, ChatBot development, product prototyping, graphics designing, UI / UX design, SEO & ASO, digital marketing, website & application migration, cyber security and outsourcing of IT services. Some of the industries we cater to includes healthcare, surveillance, retail, education / e learning, restaurants, banking, media & entertainment and fintech. We are also engaged in the trading of hardware instruments related to Franking Machines / Computers / LED / Laptops. So far, we have been successful in getting repeated order from our clients.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:**

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., March 31, 2023, as disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

### **KEY FACTORS AFFECTING THE RESULTS OF OPERATION:**

Our Company’s future results of operations could be affected potentially by the following factors:

1. Changes in Laws and Regulations that apply to our Industry.
2. Changes in Fiscal, Economic or Political conditions in India
3. Company’s inability to retain experienced staff.
4. Failure to adapt the changing technology in our industry of operation may adversely affect our business.
5. Failure to comply with regulations prescribed by authorities of the jurisdiction in which we operate.
6. Competition with existing and new entrants
7. Reduction of the subcontract from the big contracting Company.

### **OUR SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies, “*Annexure D*” beginning under Chapter titled “*Financial Information of our Company*” beginning on page 48 of the Prospectus.

### **RESULTS OF KEY OPERATIONS**

The following table sets forth select financial data from our restated financial statement of profit and loss financial years ended March 31, 2023, 2022 and 2021 the components of which are also expressed as a percentage of total revenue for such period and financial years.

(₹ in lakhs)

Particulars	For the year ended on					
	31.03.2023	% of Total Income	31.03.2022	% of Total Income	31.03.2021	% of Total Income
<b>Income from continuing operations</b>						
Revenue from operations						
Hardware Items	1,278.72	52.97%	382.02	31.38%	16.74	5.05%
Software Services	1,135.51	47.03%	835.38	68.62%	314.73	94.95%
<b>Total Revenue</b>	<b>2,414.23</b>	<b>100.00%</b>	<b>1,217.39</b>	<b>100.00%</b>	<b>331.47</b>	<b>100.00%</b>
<b>Expenses</b>						
Purchase of Stock-In-Trade	1,835.33	76.02%	483.34	39.70%	11.02	3.33%
Changes in Inventories of work-in-progress	(470.90)	-19.51%	(155.23)	-12.75%	6.38	1.92%
Employee benefits expense	52.96	2.19%	51.22	4.21%	203.32	61.34%
Finance costs	64.25	2.66%	72.24	5.93%	58.21	17.56%
Depreciation and amortization expense	17.02	0.70%	9.93	0.82%	3.68	1.11%
Operating and Other expenses	29.38	1.22%	560.37	46.03%	26.45	7.98%
<b>Total Expenses</b>	<b>1,528.04</b>	<b>63.29%</b>	<b>1,021.86</b>	<b>83.94%</b>	<b>309.06</b>	<b>93.24%</b>
<b>EBDITA</b>	<b>967.46</b>	<b>40.07%</b>	<b>277.70</b>	<b>22.81%</b>	<b>84.30</b>	<b>25.43%</b>
<b>Restated profit before tax from continuing operations</b>	<b>886.19</b>	<b>36.71%</b>	<b>195.53</b>	<b>16.06%</b>	<b>22.41</b>	<b>6.76%</b>
Total tax expense	246.55	10.21%	54.36	4.46%	5.97	1.80%
<b>Restated profit after tax from continuing operations (A)</b>	<b>639.64</b>	<b>26.49%</b>	<b>141.18</b>	<b>11.60%</b>	<b>16.44</b>	<b>4.96%</b>

## Review of Restated Financials

**Revenue from Operations:** Revenue from operations mainly consists of Sales of Hardware products and Sale of Services.

**Expenses:** Company's expenses consist of Purchase of Stock in Trade, Manufacturing Expenses, change in inventories of WIP, employee benefit expenses, finance costs, depreciation and amortization expenses, other expenses.

**Other Expenses:** Other expenses include Operating expenses, Marketing expenses, Establishment expenses.

**Employee Benefits Expense:** Employee benefit expenses include Salaries and Wages and Staff welfare expenses.

**Finance Cost:** Finance cost includes interest expenses on borrowings and other borrowing costs.

## COMPARISON OF F.Y. 2023 WITH F.Y. 2022:

### Revenue from Operations/Total Income:

The company is offering IT services and doing trading of hardware items. In the F.Y.2022-23, the Company's total income is ₹ 2,414.23 lakhs, which is increased by 98.31% in compare to F.Y. 2021-22 total income of ₹ 1,217.39 lakhs which is largely attributable to procurement of new customers, which resulted in higher sales volume, increase of trading of Hardware items was increased by 52.97% to ₹ 1,217.39 lakhs in the F.Y 2022-23 from ₹ 382.02 lakhs in F.Y. 2021-22 and increase in sale of software services amounts to 47.03% to ₹ 1,135.51 lakhs in the F.Y 2022-23 from ₹ 835.38 lakhs in F.Y. 2021-22.

### **Expenditure:**

#### **Total Expenses**

The total expenses for the financial year 2022-23, were ₹ 1,528.04 lakhs, while the total expenses for the financial year 2021-22, were ₹ 1,021.86 lakhs. This indicates an increase in total expenses of ₹ 506.18 lakhs, or approximately 49.54%. The increase is on account of increase in purchase of traded goods, employee benefit expenses, finance cost, and other direct and administrative expenses.

#### **Purchase of Traded Goods**

The purchase of stock in trade increased from ₹ 483.34 lakhs in financial year 2022-23 to ₹ 1,835.33 lakhs in financial year 2021-22. This represents an increase of approximately ₹ 1,351.99 lakhs or 279.72%.

#### **Employee Benefits Expenses**

The Employee benefit expenses increase by 3.39% to ₹ 52.96 lakhs in the Financial Year 2022-23 against that of ₹ 51.22 lakhs in Financial Year 2021-22. The increase in employee expenses was on account increase in PF and ESIC expense by ₹ 5.27 lakhs.

#### **Finance Cost**

The Finance cost decrease by 11.06% to ₹ 64.25 lakhs in the Financial Year 2022-23 against that of ₹ 72.24 lakhs in Financial Year 2021-22. The increase of the Finance Charges is on account decrease in interest expenses by ₹ 8.47 lakhs in the FY 2022-22.

#### **Depreciation and Amortisation Expenses**

The Depreciation and Amortisation expenses increase by ₹ 7.09 lakhs to ₹ 17.02 lakhs in the financial year 2022-23 against that of ₹ 9.93 lakhs in financial year 2021-22. The increase in depreciation was due to a purchase of property plant and equipment.

#### **Other Direct Expenses**

The Other direct expenses decrease by 94.76% to ₹ 29.38 lakhs in the financial year 2022-23 against that of ₹ 560.37 lakhs in financial year 2021-22. The other direct expenses decrease mainly on account of decrease work contact expenses by ₹ 526.28 lakhs due to change in the policy of the Company to get the stop outsourcing of works contact and use the in house employees.

#### **EBDITA**

The EBITDA for financial year 2022-23 was ₹ 967.46 lakhs as compared to ₹ 277.70 lakhs for financial year 2021-22. the EBITDA was 40.07% of total revenue in financial year 2022-23 as compared to 22.81% in financial year 2021-22. the EBITDA increased in financial year 2022-23 compared to financial year 2021-22 on account increase in revenue from operations.

#### **Profit after Tax (PAT)**

PAT is ₹ 639.64 lakhs for the financial year 2022-23 in compared to ₹ 141.18 lakhs in financial year 2021-22. The PAT was 26.49% of total revenue in financial year 2022-23 compared to 11.60% of total revenue in F.Y. 2021-22. The profit is increased on account of increase in revenue from operations and due to decrease in total expense in FY 2022-23 as compared to financial year 2021-22.

### **COMPARISON OF F.Y. 2022 WITH F.Y. 2021:**

## **Income from Operations**

The company is offering IT services and doing trading of hardware items. In the F.Y.2021-22, the Company's total revenue is ₹ 1217.39 Lakhs, which is increased by 267.27% in compare to F.Y. 2020-21 total Income of ₹ 331.47 Lakhs which is largely attributable to procurement of new business, which resulted in higher sales volume, increase of trading of Hardware and the company had got the data management and data analysis work from the corporates.

### **Expenditure:**

#### **Total Expenses:**

The total expenses for the financial year 2021-22, were ₹ 1,021.86 lakhs, while the total expenses for the financial year 2020-21, were ₹ 309.06 lakhs. This indicates an increase in total expenses of ₹ 712.81 lakhs, or approximately 230.64%. The increase is on account of increase in purchase of traded goods, employee benefit expenses, finance cost, and other direct and administrative expenses.

#### **Purchase of Traded Goods:**

The purchase of stock in trade increased from ₹ 11.02 lakhs in financial year 2021-22 to ₹ 483.34 lakhs in financial year 2020-21. This represents an increase of approximately ₹ 472.31 lakhs.

#### **Employee Benefits Expenses:**

The Employee expenses for F.Y. 2021-22 was ₹ 51.22 Lakhs against the expenses of ₹ 203.32 Lakhs in F.Y. 2020-21 showing decrease by 74.81%. The decrease in the employee expenses was on account of change in the policy of the Company to get the work done through outsourcing rather than rely upon the Employees. On account of Covid-19, the demand from skilled employees for revision of salary was also huge and also not ready to work from office.

#### **Finance Cost:**

The Finance Cost for the F.Y. 2021-22 was ₹ 73.07 Lakhs against the cost of ₹ 58.21 Lakhs in the F.Y. 2020-21 showing increase by 25.53 %. The increase of the Finance Charges are on account of utilization of working capital limit by the Company.

#### **Other Expenses**

Other Expenses increased to ₹ 560.37 lakhs for F.Y. 2021-22 against ₹ 26.45 Lakhs in F.Y. 2020-22021 showing increase of 2018.60%. The other expenses increase substantially on account of change in the policy of the Company to get the work done through outsourcing rather than rely upon the Employees. The work contract expenses were 526.28 Lakhs in FY 2021-22 which was nil in the FY 2020-21.

#### **Depreciation and Amortisation Expenses:**

The Depreciation for F.Y. 2021-22 was ₹ 9.93 Lakhs as compared to ₹ 3.68 Lakhs for F.Y. 2020-21. The depreciation was increased by 169.93 % in F.Y. 2021-22 as compared to F.Y. 2020-21. Due to purchase of vehicles amounting to ₹ 25.00 Lakhs in the year FY 2021-22, the depreciation amount was increased in F.Y. 2021-22.

#### **EBDITA**

The EBDITA for F.Y. 2021-22 was ₹ 278.53 Lakhs as compared to ₹ 84.30 Lakhs for F.Y. 2020-21. The EBDITA was 22.86% of total Revenue in FY 2021-22 as compared to 25.43% in FY 2020-21. The

EBDITA reduced in FY2021-22 compared to FY 2020-21 on account of trading of Hardware was higher in FY 2021-22 as compared to FY 2020-21. The margin on Hardware trading is low.

### **Profit after Tax (PAT)**

PAT is ₹ 141.18 Lakhs for the F.Y. 2021-22 in compared to ₹16.44 in F.Y. 2020-21. The PAT was 11.60% of total revenue in F.Y. 2021-22 compared to 4.96% of total revenue in F.Y. 2020-21. The profit is increased on account of increase of the revenue by 267.27 % in FY 2021-22 as compared to FY 2020-21.

### **Rationale for the increase in total income and increase in PAT:**

The increase in total income and profit after tax for FY 2021-22 were primarily driven due to increase in our revenue from operations which is largely attributable procurement of new business. The increase in our revenue from operations was due to increase in sale of hardware items by ₹ 365.28 lakhs from ₹ 16.74 lakhs in FY 2020-21 to ₹ 382.02 lakhs in FY 2021-22 and increase in of software services by ₹ 520.65 lakhs from ₹ 314.73 lakhs in FY 2020-21 to ₹ 835.38 lakhs in FY 2021-22. Consequently, the overall profitability (PAT) of our company in FY 2021-22 increased by ₹ 124.74 lakhs from ₹ 16.44 lakhs in FY 2020-21 to ₹ 141.18 lakhs in FY 2021-22.

### **Cash Flow**

The table below summaries our cash flows from our Restated Financial Information for the financial years ended on 2023, 2022, and 2021:

<b>Particulars</b>	<b>FY 2023</b>	<b>FY 2022</b>	<b>FY 2021</b>
Net cash (used in)/ Generated from operating activities	126.60	2.65	(64.38)
Net cash (used in)/ Generated from investing activities	(25.24)	(31.34)	-
Net cash (used in)/ Generated from finance activities	(99.80)	11.27	5.17
Net increase/ (decrease) in cash and cash equivalents	1.56	(17.42)	(59.21)
Cash and Cash Equivalents at the beginning of the period	9.81	0.80	3.94
Cash and Cash Equivalents at the end	11.37	(16.62)	(55.26)

#### ***Cash Flow from Operating Activities***

For Fiscal 2023, net cash from operating activities was at ₹ 126.60 lakhs as compared to Profit Before Tax of ₹ 886.19 lakhs while for Fiscal 2022, net cash from operating activities was at ₹ 2.65 lakhs as compared to Profit Before Tax of ₹ 195.53 lakhs. For Fiscal 2021, net cash from operating activities was at ₹ (64.38) lakhs compared to Profit Before Tax of ₹ 22.41 lakhs.

#### ***Cash Flow from Investing Activities***

For fiscal 2023, net cash from investing activities was ₹ (25.24) lakhs due to purchase of fixed assets, while for fiscal 2022, net cash from investing activities (31.34) due to purchase of fixed assets. For fiscal 2021, net cash from investing activities was nil.

#### ***Cash Flow from Financing Activities***

For fiscal 2023, net cash from financing activities was ₹ (99.80) lakhs due to repayment of short term borrowings and payment of interest, while for fiscal 2022, net cash from financing activities was ₹ 11.27 due to repayment from short term borrowings and payment of interest and proceeds from issue



of share capital. For fiscal 2021, net cash from financing activities was ₹ 5.17 lakhs due to proceeds of short term borrowings and payment of interest .

**Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years other than shut down of business due to COVID-19.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors*" beginning on page 28 of this Prospectus. To our knowledge, except as we have described in this Prospectus, there are no known factors which we expect to bring about significant economic changes.

**3. Income and Sales on account of major product/main activities**

Income and sales of our Company on account of major activities derives from IT related services and trading of hardware.

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 28 in this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

**7. Total turnover of each major industry segment in which the issuer company operated.**

The Company is in the business of IT related Services, the relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page 94 of this Prospectus.

**8. Status of any publicly announced new products or business segment.**

Our Company has not announced any new services or business segment.

**9. The extent to which business is seasonal.**

Our Company's business is not seasonal.

**10. Any significant dependence on a single or few suppliers or customers.**

Our Company is not dependent on any single or few suppliers of customers.

**11. Competitive conditions.**

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Our Business*” beginning on pages 94 and 103, respectively of this Prospectus.

## FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on March 31, 2023, together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(₹ in Lakhs)

Nature of Borrowing	Amount Outstanding as at March 31, 2023
Secured Borrowings*	302.46
Unsecured Borrowings	174.58
<b>Total (Funded)</b>	<b>477.04</b>

\* Company has repaid secured loan on April 12, 2023. Therefore as on date of prospectus there are no outstanding secured loan in the company.

### Details of Unsecured Loans

(₹ in Lakhs)

Particulars	Relation	Amount Outstanding as at March 31, 2023*
Pratik Kakadia	Promoter & Promoter Group	73.70
Shardaben Ramjibhai Kakadiya	Promoter & Promoter Group	5.00
Hetal Chaturbhai Patel	Promoter & Promoter Group	45.98
Bartek Enterprise	Promoter & Promoter Group	49.89
<b>Total</b>		<b>174.58</b>

\* The above-mentioned unsecured loans are interest-free and repayable on-demand.

## SECTION VII – LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (I) criminal or Civil proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoter in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“**Materiality Policy**”), in each case involving our Company, Promoter and Directors (the “**Relevant Parties**”).

For the purpose of point (V) above, our Board has considered and pass the Resolution for identification of material litigation involving the Relevant Parties in its meeting held on July 26, 2022, and has considered for identification of material litigation involving the Relevant Parties.

In terms of the Materiality, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter since incorporation including outstanding action, and tax matters, would be considered ‘material’ if:

- a. *if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the profit after tax of the Company, as per the Restated Financial Statements.*
- b. *where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company’s business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.*

Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on July 26, 2022 determined that outstanding dues to creditors in excess of 5% of the outstanding trade payables as per the last audited financial statements. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website at [www.sahanasystem.com](http://www.sahanasystem.com)

Unless otherwise stated to the contrary, the information provided is as of the date of this Prospectus.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at [www.sahanasystem.com](http://www.sahanasystem.com). It is clarified that for the purposes of the above, pre – litigations notices received by our Company Promoter, and the Directors shall, unless otherwise decided by the Board, not be considered as material litigations until such time that litigations proceedings are initiated before any judicial forum.

### I. LITIGATIONS INVOLVING OUR COMPANY

- A. ***Litigation filed against our Company - NIL***
  - o Criminal proceedings: Nil
  - o Outstanding actions by regulatory and statutory authorities: Nil
  - o Civil Proceedings: Nil
- B. ***Litigation filed by our Company – NIL***
  - o Criminal proceedings: Nil
  - o Outstanding actions by regulatory and statutory authorities: Nil
  - o Civil Proceedings: Nil

**C. Tax proceedings- NIL**

**II. LITIGATIONS INVOLVING OUR PROMOTER**

**A. Litigation filed against our Promoter - NIL**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil

**B. Litigation filed by our Promoter – NIL**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil

**C. Tax proceedings**

<b>Particulars</b>	<b>No. of cases</b>	<b>Amount involved</b>
Direct Tax	1	5.14
Indirect Tax	Nil	Nil
<b>Total</b>	<b>1</b>	<b>5.14</b>

**D. Litigations filed by Promoter of our Company.**

1) Criminal Litigations

Our promoter, Pratikbhai Ramjibhai Kakadia intended to recover the amount of ₹ 22,50,000 from Ashitbhai Jayeshbhai Sakhrelia (Ashitbhai) on account of Share of loss which was incurred by the Partnership firm M/S Ocean Technologies. When Pratik demanded the amount from Ashitbhai, Ashitbhai stated that he shall not pay the amount as the account has been already settled and when Pratik demanded the same he was threatened by Ashitbhai. He then filed FIR No I/258/2017 on October 07, 2018 under section 154 of Criminal Procedure Act in the Katargam Police station, Surat against Ashitbhai for getting threats of kidnapping and killing. Thus, Pratik filed the case under section-406,420,506(2) of cheating and threatening to kidnap and kill him. The case is pending in the Addl. Sr. Civil Judge and Additional Chief Judicial Magistrate Court for evidence prosecution and next date of hearing was June 16, 2023.

2) Civil Proceedings (143/2021)

Our promoter and proprietor of Sun Shine Enterprise, Pratikbhai Ramjibhai Kakadia had made advance payment of ₹18,00,000/- through various cheques via RTGS in the month of October 06, 2010 to M/s. Janki Tara Impex Pvt. Ltd.(Tara) for the purchase of 8 Computerized Embroidery Machines. Tara failed to deliver the machines as per the schedule of delivery though the payment was already made. In spite of repeated requests and reminder the Company was giving false promises for the delivery, but neither delivered the machines nor refunded the amount to our promoter. Our promoter had filed Summary Civil Suit in Civil Court, Ahmedabad on April 04, 2011, against the Managing Director, M/s. Janki Tara Impex Pvt. Ltd. for recovery of ₹ 19,48,500/- along with 18% p.a. till the date of payment. The case was transferred to small causes court and next date of hearing was July 03, 2023.

**III. LITIGATIONS INVOLVING DIRECTOR(S) OF OUR COMPANY**

**A. Litigation filed against our Directors - NIL**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil

**B. Litigation filed by our Directors – NIL**

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil

**C. Tax proceedings**

<b>Particulars</b>	<b>No. of cases</b>	<b>Amount involved</b>
Direct Tax	1	Not Ascertainable
Indirect Tax	Nil	Nil
<b>Total</b>	<b>1</b>	<b>Not Ascertainable</b>

**IV. Litigations involving Group Companies of our Company**

**A. Litigation filed against our Group Companies - NIL**

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil

**B. Litigation filed by our Group Companies – NIL**

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil

**C. Tax proceedings- NIL**

**Outstanding dues to Small Scale Undertakings or any other Creditors**

In terms of our Materiality Policy adopted by the Board vide Resolution dated July 26, 2022 the Board deems all creditors above 5% of the outstanding trade payables as per the last audited financial statements as material creditors. As of March 31, 2023, our Company owes the following amounts to small scale undertakings, other creditors and material creditors.

<b>Sr. No.</b>	<b>Particulars</b>	<b>₹ in Lakhs</b>
1.	<b>Material Creditors</b>	<b>406.86</b>
2.	Micro and Small Enterprises	-
3.	Other Creditors	406.86
4.	<b>Other than Material Creditors</b>	<b>65.99</b>
<b>Total</b>		<b>472.85</b>

*\*The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). For complete details about outstanding dues to creditors of our Company, please see website of our Company [www.sahanasystem.com](http://www.sahanasystem.com).*

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website: [www.sahanasystem.com](http://www.sahanasystem.com) would be doing so at their own risk.

**WILFUL DEFAULTER OR FRAUDULENT BORROWERS**

Our Promoter and Directors have not been identified as a willful defaulter or fraudulent borrowers in terms of the SEBI ICDR Regulations as on the date of this Prospectus.

**Material Developments**

Other than as stated in the section entitled “*Management’s Discussion and Analysis of Financial Position and Results of Operations – Material Developments Subsequent to the last financial year*” on page 168 of this Prospectus, there have not arisen, since the date of the last financial information disclosed in this Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

## **GOVERNMENT AND OTHER KEY APPROVALS**

In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively “Approvals”) from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer “*Key Industrials Regulations and Policies*” on page 115 of this Prospectus.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

### **(A) Approvals for the Issue**

#### **Corporate Approvals**

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on October 06, 2022, authorised the Issue subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to a resolution dated October 06, 2022, passed in the EGM under Section 62(1)(c) of the Companies Act, 2013 authorised the Issue.

#### **In-principle approval from the Stock Exchange**

1. The Company has obtained in-principle listing approval from the SME Exchange of the National Stock Exchange of India dated April 27, 2023.

#### **Agreements with CDSL and NSDL**

1. The Company has entered into an agreement dated April 13, 2022, with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Purva Shareregistry (India) Private Limited, for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated April 20, 2022, with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Purva Shareregistry (India) Private Limited, for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE0LEX01011



**(B) Registration under the Companies Act, 2013:**

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Date of Issue	Validity
1.	Registrar of Companies, Central Registration Centre	U72500GJ2020PTC1 12865 vide Certificate of Incorporation	Companies Act, 2013	Certificate of Incorporation	February 20, 2020	Valid, till Cancelled
2.	Registrar of Companies, ROC – Ahmedabad	U72500GJ2020PLC1 12865 vide Certificate of Incorporation	Companies Act, 2013	Fresh Certificate of Incorporation consequent upon conversion from private to public company	April 05, 2022	Valid, till Cancelled

**(C) Registration under various Acts/Rules relating to Income Tax and Goods and Service Tax:**

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Income Tax Department - (PAN)	ABDCS4804R	Income Tax Act, 1961	Permanent Account Number	Valid, till Cancelled
2.	Income Tax Department - (TAN)	AHMS37542B	Income Tax Act, 1961	Tax Deduction and collection Account Number	Valid, till Cancelled
3.	Central Board of Indirect Taxes & Customs	24ABDCS4804R 1ZY	The Central Goods and Services Tax Act, 2017	GST Certificate, Gujarat	Valid, till cancelled

**(D) Registration and Approvals under Statutory and Regulatory Act(s):**

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Amdavad Municipal Corporation	Gujarat shops and Establishments (Regulations of Employment and conditions of Service) Act, 2019	PII/PRHL/10099/0276498	Shops and Establishment Registration Certificate	Valid till cancelled
2.	Amdavad Municipal Corporation	PEC010728003852	Gujarat State Tax on Profession, Trade, Calling and Employment Act, 1976.	Profession Tax department – EC (Enrolment Certificate)*	Valid, till cancelled
3.	Amdavad Municipal Corporation	PRC010728001534	Gujarat State Tax on Profession, Trade, Calling and Employment Act, 1976.	Profession Tax department – Certificate of Registration (RC)*	Valid, till cancelled

Sr. No.	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature Of Approvals	Validity
4.	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM-GJ-01-0007353	The Micro, Small And Medium Enterprises Development Act, 2006	Udyam Registration Certificate*	Valid, till cancelled
5.	Department for Promotion of Industry and Internal Trade, Government of India	Certificate No.: DIPP57260	Start Up India, Scheme of Government of India	Start-Up Certificate*	February 19, 2030
6.	Employees' Provident Fund Organisation	Registration No- GJAHD2660720000	Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Registration with Provident Fund Authority*	Valid, till Cancelled
7.	Employees' State Insurance Corporation	37001310460001099	Employee State Insurance Act, 1948 (E.S.I. Act, 1948)	Registration with ESIC Authority*	Valid, till cancelled

Note: \*All the Approvals/Licenses/Registration are in name of Sahana System Private Limited company is taking necessary steps to get the same in the name of Sahana System Limited.

**(E) Quality Certifications and Registration:**

Sr. No.	Issuing Authority	Certificate/License No.	Nature Of Approvals	Date of Issue	Date of Expiry
1.	Equalitas Certifications Limited	ISO 9001:2015	ISO Certificate (Quality Management System)	April 21, 2022	March 16, 2024
2.	Equalitas Certifications Limited	ISO/IEC 27001:2013	ISO Certificate (Information Security Management System)	April 21, 2022	March 16, 2024
3.	Equalitas Certifications Limited	Appraisal Id: 52444	CMMI Maturity Level 3*	December 31, 2020	December 31, 2023

**(F) Approvals applied but not yet received:**

NIL

**(G) Material Approvals not yet applied:**

NIL

## **SECTION VIII-OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### **Corporate Approvals:**

The issue has been authorised by the Board of Directors vide a resolution passed at its Meeting held on October 06, 2022, subject to the approval of the shareholders of the Company and such other authorities, as may be necessary.

The shareholders of the Company have, pursuant to a special resolution passed in Extra-Ordinary General Meeting held on October 06, 2022, authorised the Issue under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

#### **In-principle Listing Approval:**

We have received in principle approval from National Stock Exchange of India Limited vide their letter dated April 27, 2023 to use the name of National Stock Exchange of India Limited in the Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Issue.

### **Prohibition by SEBI or Other Governmental Authorities**

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable and that our Company, our Directors, our Promoter, our Promoter Group, Person in control of our Promoter or our Company is not prohibited from accessing or operating in the capital markets or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/ court as on the date of this Prospectus.

The companies, with which our directors are or were associated as promoter, directors or persons in control are not prohibited or debarred from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

### **Prohibition by RBI**

None of our Company, Promoter, relatives of Promoter or directors have been identified as a wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

None of our Company, Promoter, relatives of Promoter or directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of this Prospectus. Further, in view of the General Circular No. 07/2018 dated September 06, 2018, and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India ("MCA"), our Company, our Promoter and our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them. As on the date of filing Prospectus, there are no such significant beneficial owners in our Company.

## Association with Securities Market

We confirm that none of our directors or the entities that our Directors are associated with as promoter or directors are in any manner are associated with the Securities Market in any manner and no action has been initiated against our Directors or any entity in which our Directors are associated with as promoter or directors.

## Eligibility for this Issue

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post issue face value capital is less than or equal to ₹1000.00 lakhs, shall Issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

### a) **The Issuer should be a company incorporated under the Companies Act 2013:**

Our Company was incorporated on February 20, 2020 under the Companies Act, 2013.

### b) **The post issue paid up capital of the company (face value) shall not be more than ₹25.00 Crores.**

The present paid-up capital of our Company is ₹ 5,57,14,930 and we are proposing issue of 24,25,000 Equity Shares of ₹ 10/- each at issue price of ₹ 135 per Equity Share including share premium of ₹ 125 per Equity Share, aggregating to ₹ 3,273.75 Lakh. Hence, our Post Issue Paid up Capital will be approximately ₹ 799.65 Lakh which will be less than ₹ 25 Crore.

### c) **Track Record**

Our Company has a track record of three years as on date of filing of this Prospectus.

### d) **Operating Profits from Operations and Net-worth**

The Company has operating profit (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth is positive.

Our Company’s net worth and Operating profits from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Prospectus for the last three Fiscals ended March 31, 2023, 2022 and 2021 are set forth below:

<i>Particulars</i>	<i>(₹ in Lakhs)</i>		
	<i>As at</i> <i>March 31, 2023</i>	<i>As at</i> <i>March 31, 2022</i>	<i>As at</i> <i>March 31, 2021</i>
<i>Operating Profit (earnings before interest, depreciation and tax)</i>	967.46	278.53	84.30
<i>Share Capital</i>	557.15	309.53	1.00

<i>Particulars</i>	<i>As at</i>	<i>As at</i>	<i>As at</i>
	<i>March 31, 2023</i>	<i>March 31, 2022</i>	<i>March 31, 2021</i>
<i>Add: Reserves &amp; Surplus</i>	522.56	142.53	16.44
<i>Net Worth</i>	<b>1,079.71</b>	<b>452.06</b>	<b>17.44</b>

- e) The Company has not been referred to Board for Industrial and Financial Reconstruction.
- f) No petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.
- g) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.
- h) Our Company has a website: [www.sahanasystem.com](http://www.sahanasystem.com)

#### **Other Disclosures:**

- a) We have Disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting Company(ies), group Company(ies), subsidiaries companies promoted by the promoter/promoting Company(ies) of the applicant Company in the Prospectus.
- b) There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoter/promoting Company(ies), Company(ies), companies promoted by the promoter/promoting Company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- c) We have Disclosed the details of the applicant, Promoter/Promoting Company(ies), Group Company(ies), subsidiaries, companies promoted by the promoter/promoting Company(ies) litigation record, the nature of litigation, and status of litigation, For details, please refer the chapter “*Outstanding Litigation & Material Developments*” on page 176 of this Prospectus.
- d) We have disclosed all details of the track record of the directors. For Details, refer the chapter “*Outstanding Litigation & Material Developments*” on page 176 of this Prospectus

#### **As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:**

- The Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE EMERGE platform. NSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
  - a. Tripartite agreement dated April 20, 2022 with NSDL, our Company and Registrar to the Issue;
  - b. Tripartite agreement dated April 13, 2022 with CDSL, our Company and Registrar to the Issue;

The Company’s shares bear an ISIN: INE0LEX01011

- The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoter has been in dematerialised form.
- The entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance excluding the amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter “*Objects of the Issue*” on page 75 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

In accordance with regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of four days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 28, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANYPOINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.**

#### **Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad in terms of Section 26 of the Companies Act, 2013.

#### **Disclaimer from our Company and the Book Running Lead Managers**

Our Company, the Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than those contained in this Prospectus or, in the advertisements or any other

material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at their own risk.

None amongst our Company is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Applications Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

All information shall be made available by our Company, and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Managers and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or any affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, our Promoter Group, affiliates or associates or third parties for which they have received and may in the future receive compensation.

### **Disclaimer in Respect of Jurisdiction**

This issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, 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 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 since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity

Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

### **Disclaimer Clause of the Emerge Platform of NSE**

National Stock Exchange of India Limited (“NSE”) has given vide its letter dated April 27, 2023 permission to this Company to use its name in this Offer document as one of the stock exchanges on which this company’s securities are proposed to be listed on the EMERGE Platform. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. NSE Ltd does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; or
- ii. warrant that this Company’s securities will be listed or will continue to be listed on NSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Prospectus has been cleared or approved by NSE. 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 NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

### **Disclaimer clause under rule 144A of the U.S. Securities act, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever required, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **Filing**

This Red Herring Prospectus is being filed with NSE of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai- 400051, Maharashtra



Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the copy of the Red Herring Prospectus shall also be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Red Herring Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>

A copy of the Red Herring Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 and copy of the Prospectus to be filed under 26 of the Companies Act, 2013 would be filed with the RoC and through the electric portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>

## **Listing**

Application will be made to the “National Stock Exchange of India Limited” for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. NSE/LIST/2166 dated April 27, 2023.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Issue Closing Date.

## **Disposal of Investor Grievances by our Company**

Our Company has constituted a Stakeholders’ Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please refer to the chapter titled “*Our Management*” beginning on page 129 of this Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be Ten (10) 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.

Our Company has appointed Khushbu Ankitkumar Dalwadi, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

### **Khushbu Ankitkumar Dalwadi**

Company Secretary & Compliance Officer

### **Sahana System Limited**

901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar Ahmedabad  
Ahmedabad- 380015.

Tel No.: 079 4601 4490

Website: [www.sahanasystem.com](http://www.sahanasystem.com)

Email id: [cs@sahanasystem.com](mailto:cs@sahanasystem.com)

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post- Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”.

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in) The Company shall obtain authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated December 18, 2014 in relation to redressal of investor grievances through SCORES. As on the date of this Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Prospectus.

### **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 of not 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.

### **Consents**

Consents in writing of: (a) Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Banker to the Company and (b) Book Running Lead Manager, Registrar to the Issue, the syndicate Members, Bankers to the Issue/Escrow Bank, Public Offer Account Bank(s), Sponsor Bank(s) and Refund Bank(s), Advisor to the Issue, Underwriter, Market Maker, Banker to the Issue, and Legal Advisor to the Issue, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 and 32 of 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 Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus and Red Herring Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, A. K. Ostwal & Co., Chartered Accountants, have provided their written consent to the inclusion of their (1) Examination Report on Restated Financial Statements dated May 16, 2023, (2) Restated Financial Statements dated May 16, 2023 and (3) Report on Statement of Possible Special Tax Benefits dated May 20, 2023, which

may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

### **Expert Opinion**

Except as stated below, our Company has not obtained any expert opinions, our Company has received written consent from the Peer review Auditor namely, A. K. Ostwal & Co., Chartered Accountants to include their 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 to their (1) Report on Restated Financial Statements dated May 16, 2023 and (2) Report on Statement of Possible Special Tax Benefits dated May 20, 2023 and issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **Stock Market data for our Equity Shares of our Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

**Price Information and track record of past issued handled by the Book Running Lead Managers/Lead Manager  
Unistone Capital Private Limited**

Sr. No.	Issue Name	Issue Size (in Lakhs)	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	Likhitha Infrastructure Limited	6120.00	120	October 15, 2020	136.60	16.14%, [10.22%]	41.43%, [23.74%]	<b>170.87%</b> , [24.84%]
2	Siddhika Coatings Limited	469.68	57	April 7, 2021	56.95	0.88%, [0.02%]	21.05%, [7.18%]	<b>62.72%</b> , [20.05%]
3	Bombay Metrics Supply Chain Limited	428.54	93	October 12, 2021	103.20	28.35%, [0.62%]	59.09%, [1.22%]	<b>329.09%</b> , [-2.57%]
4	Sigachi Industries Limited	12,542.85	163	November 15, 2021	603.75	150.80, [-4.90%]	96.26%, [-4.18%]	<b>65.28%</b> , [-12.85%]
5	HP Adhesives Limited	12,596.33	274	December 27, 2021	334.95	42.34%, [0.14%]	38.21%, [0.39%]	<b>31.30%</b> , [-7.34%]
6	Integrated Personnel Services Limited	1,274.40	59	November 11, 2022	66.50	37.63% [0.80%]	25.68% [-2.49%]	<b>21.80%</b> [-0.19%]
7	All E Technologies Limited	4,377.60	90	December 21, 2022	125.00	23.72% [-0.94]	2.94% [-6.00]	-
8	Global Surfaces Limited	15,498.00	140	March 23, 2023	163.00	54.64% [3.90%]	-	-
9	MOS Utility Limited	4,996.54	76	April 18, 2023	90.00	39.47% [2.66%]	-	-

For details regarding the track record of the BRLMs, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, please see the website [www.unistonecapital.com](http://www.unistonecapital.com)

Notes:

- (a) Source: www.nseindia.com for the price information  
 (b) Wherever 30th/90th/180th calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.  
 (c) The Nifty 50 index is considered as the benchmark index.

**Interactive Financial Services Ltd**

Sr. No.	Issue Name	Issue Size (In Lakhs)	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.	Bhatia Colour Chem Limited(BSE SME)	40.00	80	March 24, 2022	40.00	-36.50% (-0.69%)	-40.56% (-8.79%)	-30.00% (+2.68%)
2.	Global Longlife Hospital and Research Ltd(BSESME)	49.00	140	May 04, 2022	141.10	-40% (+0.27%)	-43.64% (+4.39%)	-47.00% (+9.12%)
3.	Rachana Infrastructure Ltd (NSE EMERGE)	76.28	135	June 10, 2022	138.00	+62.44% (+0.09%)	+250.04% (+8.78%)	+716.59% (+16.17)
4.	Dipna Pharmachem Limited (BSESME)	15.21	38	September 08, 2022	32.00	-41.05% -2.51%	-44.74% (+4.92%)	-61.97% (+0.90%)
5.	Pace E-Commerce Ventures Limited (BSESME)	66.53	103	October 20, 2022	104.50	-61.99% (+4.16%)	-72.91% (+2.45%)	-77.89% (+1.20%)
6.	Patron Exim Limited (BSE SME)	16.68	27	March 06, 2023	28.40	-73.30% (-1.89%)	-	-
7.	Prospect Commodities	7.47	61	March 20, 2023	61.00	11.89% (+3.64%)	-	-

Sr. No.	Issue Name	Issue Size (In Lakhs)	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
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Limited (BSE SME)

Sources: Share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**Note:**

1. The BSE Sensex is considered as the Benchmark Index
2. Prices on BSE /NSE are considered for all of the above calculations
3. NA In case 30th/90th/180th day are not completed
4. NIFTY50 has considered as the benchmark index of NSE

**Summary statement of price information of past public issues handled by BRLMs:**

**Unistone Capital Private Limited**

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
FY 2020-21	1	61.20	-	-	-	-	-	1	-	-	-	1	-	-
FY 2021-22	4	260.37	-	-	-	1	2	1	-	-	-	2	1	1
FY 2022-23	3	215.92	-	-	-	-	2	-	-	-	-	-	-	-
FY 2023-24	1 <sup>#</sup>	49.97	-	-	-	-	-	-	-	-	-	-	-	-

\*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.

**Track record of past issues handled by the Book Running Lead Manager**

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website [www.unistonecapital.com](http://www.unistonecapital.com)

## Interactive Financial Services Ltd

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
2021-22	1	40.00	NA	1	NA	NA	NA	NA	NA	1	NA	NA	NA	NA
2022-23	6	231.17	2	2	NA	1	NA	1	1	1	NA	1	NA	NA

### Track Record of past issues handled by Interactive Financial Services Limited

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: [www.ifinservices.in](http://www.ifinservices.in).

### **Previous Rights and Public Offers**

Except as stated in the section titled “*Capital Structure*” beginning on page 64 of this Prospectus, we have not made any previous rights and/or public offers during last five years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is first “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

### **Commission and Brokerage on previous offers**

Since this is the initial public Issue of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last five years.

### **Capital Issue during the previous three years by Issuer Company and Listed Group Companies / Subsidiaries / Associates**

Our Company has not made any capital issues during the three years preceding the date of this Prospectus. Further, our Company does not have any listed group companies, subsidiaries or associates.

### **Performance Vis-a-Vis Objects for our Company and/or Listed Subsidiary Company and/or listed Promoter Company**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on date of this Prospectus our Company has no any listed corporate promoters and no listed subsidiary company.

### **Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.



## SECTION IX – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this issue shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/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 Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019*, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank *pari-passu* in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning from page 249 of this Prospectus.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on October 06, 2022 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of the Company held on October 06, 2022.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our

Company. For further details, “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 146 and 249 respectively of this Prospectus.

### **Face Value, Issue Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ 132 per Equity Share and at the higher end of the Price Band is ₹ 135 per Equity Share.

The Price Band and the Bid Lot will be decided by our Company in consultation with the BRLMs, and published by our Company in All editions of the English national newspaper Financial Express, All editions of the Hindi national newspaper Jansatta, and Ahmedabad edition of the Gujarati Regional newspaper Financial Express, each with wide circulation at least two Working Days prior to the Bid/Issue Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLMs, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. 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 our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 249 of this Prospectus.

### **Allotment only in Dematerialised Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity

Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

Tripartite agreement dated April 20, 2022 between our Company, NSDL and the Registrar to the Issue.  
Tripartite agreement dated April 13, 2022 between our Company, CDSL and the Registrar to the Issue.  
The Company's shares bear an ISIN: INE0M2X01012.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in dematerialised form, the minimum contract size of 1,000 Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,000 Equity Share subject to a minimum allotment of 1,000 Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

**The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.** Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of 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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

### **Nomination facility to Bidders**

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72(4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner

prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, 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 of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized 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 Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

### **Withdrawal of the Issue**

The Company in consultation with the Book Running Lead Managers, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares offered through this Issue on its SME Platform, which the Company shall apply for after Allotment and,

In case, the Company wishes to withdraw the Issue after Issue opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The Book Running Lead Managers, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh issue document with the stock exchange where the Equity Shares may be proposed to be listed.

### **Bid/Issue Program**

<b>BID/ISSUE OPENS ON</b>	Wednesday, May 31, 2023
<b>BID/ISSUE CLOSE ON</b>	Friday, June 02, 2023*

*\*Our Company may, in consultation with the Book Running Lead Managers, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*

- 1) *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the Issue shall be open after at least three working days from the date of filing the Red Herring Prospectus with the Registrar of Companies.*
- 2) *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public Issue shall be kept open for at least three working days and not more than ten working days.*
- 3) *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (Issue) period disclosed in the Prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is applicable to our company as this is Book Building issue.*
- 4) *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the Issue period disclosed in the Red Herring Prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).*

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Closing Date	Friday, June 02, 2023
Finalization of Basis of Allotment with NSE	On or about, Wednesday, June 07, 2023
Initiation of Refunds / unblocking of funds from ASBA Account*	On or about, Thursday, June 08, 2023
Credit of Equity Shares to demat account of the Allottees	On or about, Friday, June 09, 2023
Commencement of trading of the Equity Shares on NSE	On or about, Monday, June 12, 2023

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchange bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Managers.

Whilst 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 NSE is taken within six Working Days from the Issue Closing Date, the time table may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect. The BRLMs will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period. On the Issue Closing Date, the applications and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Managers to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are

received on the Issue Closing Date, as is typically experienced in public Issues, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Book Running Lead Managers is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (Issue) period disclosed in the Prospectus (in case of a book built issue) or the Issue period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of three working days, subject to the Bid/ Issue Period not exceeding 10 working days.**

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensated on period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock

Scenario	Compensation amount	Compensated on period
Delayed unblock for non – Allotted / partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual Unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. [Indian Standard Time (“IST”)] during the Bid / Issue Period (except on the Bid / Issue Closing Date) at the Bidding Centers as mentioned on the Application Form except that:

on the Bid / Issue Closing Date:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

### **Minimum Subscription**

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled “*General Information-Underwriting*” beginning on page 53 of this Prospectus.

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “*General Information-Underwriting*” beginning on page 53 of this Prospectus.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Managers are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 1,000 shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of NSE.

### **New Financial Instruments**

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue.

### **Migration to Main Board**

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the NSE EMERGE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulation, our Company may migrate to the main board of NSE from the NSE EMERGE on a later date subject to the following:

If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principle approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the Company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**



The shares issued through this Issue are proposed to be listed on the NSE EMERGE (SME Platform of NSE) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 53 of this Prospectus.

#### **ARRANGEMENT FOR DISPOSAL OF ODD LOT**

The trading of the equity shares will happen in the minimum contract size of 1,000 shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on EMERGE Platform of National Stock Exchange of India Limited.

#### **OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

#### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the chapter “*Capital Structure*” beginning on page 64 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 249 of this Prospectus.

*Our Company and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Managers are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Issue capital is less than ten crores rupees. The Company shall Issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the EMERGE Platform of NSE). For further details regarding the salient features and terms of such this Issue, please see the chapters titled "Terms of the Issue" and "Issue Procedure" beginning on pages 197 and 210 respectively, of this Prospectus.

Initial public offering 24,25,000 Equity Shares of face value of ₹ 10 each, for cash at a price of ₹ 135 per Equity Share comprising of Fresh Issue. The Issue shall constitute 30.33 % of the post-Issue paid-up Equity Share capital of our Company.

In terms of Rule 19(2)(b) of the SCRR, the Issue is being made through the Book Building Process, in compliance with Regulation 252 of the SEBI ICDR Regulations:

Particulars	QIB's (i)	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
<b>Number of Equity Shares*<sup>(1)</sup></b>	2,30,000 Equity Shares	10,35,000 Equity Shares	10,35,000 Equity Shares	1,25,000 Equity Shares
<b>Percentage of Issue Size Available for allocation</b>	Not more than 10.00% of the Net Issue size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion will be available for allocation proportionately to Mutual Fund only. The unsubscribed portion in the Mutual Fund portion will be added to the QIB Portion	Not less than 45.00% of the Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 45.00% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders will be available for allocation	5.15 % of the Issue Size
<b>Basis of Allotment / Allocation respective category is oversubscribed</b>	Proportionate as follows: (a) up to 12,000 Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) 2,18,000 Equity shares shall be allotted on a proportionate basis	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity	Allotment to each Retail Individual Bidder 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	Firm Allotment

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
	to all QIBs including Mutual Funds receiving allocation as per (a) above. For further details please refer to the section titled "Issue Procedure" beginning on page 210.	Shares, if any, shall be allotted on a proportionate basis. For details, see "Issue Procedure" beginning on page 210 of this Prospectus.	proportionate basis. For details see, "Issue Procedure" on page 210.	
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
<b>Minimum Bid Size</b>	1,000 Equity Shares of Face Value of ₹ 10.00 each	Such number of Equity shares in multiple of 1,000 Equity shares such that Application size Exceeds ₹ 2,00,000	1,000 Equity Shares of Face Value of ₹ 10.00 each	1,000 Equity Shares of Face Value of ₹ 10.00 each
<b>Maximum Bid Size</b>	Not exceeding the size of the Issue, subject to limits as applicable to the Bidder	Not exceeding the size of the Issue, subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of 1,000 Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000	1,000 Equity Shares

\* Assuming full subscription in the Issue

- (1) The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations. this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (2) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail 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 BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Issue" on page 197.

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

### Withdrawal of the Issue

The Company in consultation with the Book Running Lead Managers, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares offered through this Issue on its SME Platform, which the Company shall apply for after Allotment and,

In case, the Company wishes to withdraw the Issue after Issue opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The Book Running Lead Managers, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh issue document with the stock exchange where the Equity Shares may be proposed to be listed.

## ISSUE PROGRAMME

<b>ISSUE OPENING DATE</b>	<b>Wednesday, May 31, 2023</b>
<b>ISSUE CLOSING DATE</b>	<b>Friday, June 02, 2023</b>

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in our Company with the SCSBs, to the extent applicable.

### Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (“Circular”) standardized the lot size for Initial Public Issue proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

<b>Issue Price (in ₹)</b>	<b>Lot Size (No. of shares)</b>
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600

<b>Issue Price (in ₹)</b>	<b>Lot Size (No. of shares)</b>
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Book Running Lead Managers, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and the UPI Circulars, notified by SEBI (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document shall be made available on the websites of the Stock Exchanges, the Company and the Book Running Lead Managers before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to this Issue.*

*Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the Unified Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) Designated Date; (ix) disposal of Applications; (x) submission of Application Form; (xi) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public issues and redressing investor grievances. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Prospectus.

*Thereafter, the final reduced timeline may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Issue will be made under UPI Phase II, unless UPI Phase III becomes effective and applicable on or prior to*

*the Bid / Issue Opening Date. If the Issue is made under UPI Phase III, the same will be advertised in All editions of the English national newspaper Financial Express, All editions of the Hindi national newspaper Jansatta, and Ahmedabad edition of the Gujarati Regional newspaper Financial Express on or prior to the Bid / Issue Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their websites. Further SEBI vide circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 have brought the implementation of the aforesaid circular dated March 16, 2021 in accordance with the revised timelines for certain of its provisions based on representations received from the stakeholders due to Covid-19 pandemic. The revisions of the circular dated June 02, 2021 are elaborated as under:*

- *SCSB's shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.*
- *The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.*
- *In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Offer process.*
- *The Stock Exchanges and Book Running Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.*
- *The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e, the day when the Basis of Allotment (BOA) has to be finalized.*
- *The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.*
- *Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+4.*

*Our Company and the BRLMs 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 this Prospectus. Applicants are advised to make their independent investigations and ensure that their applications 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 Prospectus.*

*SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public Issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is upto ₹ 5 Lakhs may also use UPI.*

*Further, SEBI vide its circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchange shall, for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

*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 Prospectus and the Prospectus.*

*Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Managers.

*Further, our Company and BRLMs are not liable for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in the Issue.*

## **PART A**

### **Book Built Process**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 10% of the Issue shall be allocated on a proportionate basis to QIBs Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB 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 Issue Price. Further, not less than 45% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 45% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue 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 of Bidders at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity



Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchange. However, investors may get the specified securities rematerialized subsequent to allotment.

### **Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/ Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. UPI Bidders shall Bid in the Issue through the UPI Mechanism.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder, pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the 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. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed colors of the Application Form for various investors applying in the Issue are as follows:

<b>Categories</b>	<b>Color*</b>
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Investors, each resident in India and Eligible NRIs applying on a non-repatriation basis <sup>(1)</sup>	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA) <sup>(1)</sup>	White

\*Excluding Electronic Application Form

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com))

For ASBA Forms (other than UPI Bidders using the UPI Mechanism), the Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) 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. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. Stock Exchange shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded during the Bid Period and the modification / updation of Bids shall close at 5.00 pm on the Bid / Offer Closing Date.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of the Bid/ Offer Opening Date till the date of listing of the Equity Shares, with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any), across intermediaries and any such processes having an impact /bearing on the Offer Bidding process.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

- 
5. A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
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Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Application Form. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For application submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.</p> <p>Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

#### **Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our

Company and Book Running Lead Managers to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Who can apply?**

In addition to the category of Applicants as set forth under “General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- a. Indian national resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d. Mutual Funds registered with SEBI;
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non Institutional applicant's category;
- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k. Foreign Venture Capital Investors registered with the SEBI;
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their

- constitution to hold and invest in equity shares;
- p. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
  - r. Insurance funds set up and managed by army, navy or air force of the Union of India;
  - s. Multilateral and bilateral development financial institution;
  - t. Eligible QFIs;
  - u. Insurance funds set up and managed by army, navy or air force of the Union of India;
  - v. Insurance funds set up and managed by the Department of Posts, India;
  - w. Any other persons eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing RBI regulations, OCBs cannot participate in this Issue.

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**For Retail Individual Applicants**

The Application must be for a minimum of 1,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

**For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1,000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For applications where the proportionate allotment works out to less than 1,000 Equity shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted 1,000 Equity shares; and
  - ii. the successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,000 Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 1,000 Equity shares subject to a minimum allotment of 1,000 Equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1,000 Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  - As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - The balance net Issue of shares to the public shall be made available for allotment to Individual applicants other than retail individual investors and Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.

- The unsubscribed portion of the net Issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/- . Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Managers and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

### **Participation by Associates /Affiliates of BRLMs and the Market Makers**

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLMs/Underwriters and Market Maker, if any may subscribe to Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Promoter and Promoter Group and any persons related to our Promoter and Promoter Group cannot participate in the Issue.

### **BIDS BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub-Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB 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 by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Issue.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Application Form for residents. Eligible NRIs bidding on a repatriation basis are advised to use the Application Form meant for Non-Residents. For details of restrictions on investment by NRIs, please refer to the chapter titled "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 246 of this Prospectus.

### **BIDS BY HUFs**

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 Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

### **BIDS BY FPIs INCLUDING FIIS**

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' are subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014, amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

### **Option to Subscribe in the Issue**

As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Applicants:**

Our Company and the Book Running Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

Copies of the Application Form along with Abridged Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Managers, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.

Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.

Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.

Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted



directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

#### Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

#### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **Application by FPIs (including FIIs)**

In terms of the SEBI 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 SEBI FPI Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Offer until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this 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 SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by 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.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

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.

- a. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI 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 recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. 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. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI 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.

**Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Applicant.

#### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made. Custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **Applications by Insurance Companies**

In case of applications made by insurance companies registered with IRDA, a certified copy of

certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the “IRDAI Investment Regulations”), as amended (the “IRDA Investment Regulations”), are broadly set forth below:

- i. 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;
- ii. 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
- iii. The industry sector in which the investee company belong to 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 (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lacs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lacs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, 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 their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case,

without assigning any reasontherefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2500 Lacs and pension funds with minimum corpus of ₹ 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company andthe Book Running Lead Managers may deem fit.

### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lacs (subject to applicable law)and pension funds with minimum corpus of ₹ 2,500 Lacs, a certified copy of certificate from a chartered accountantcertifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failingthis, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the BRLMs are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of filing of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for, or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Red Herring Prospectus.

### **Applications by Banking Companies**

In case of Applications 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 Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee companywith the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### **Applications by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. 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 with the IRDA,a certified copy of certificate of registration issued by

IRDA must 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 for such applications.

Applications by Systemically Important Non-Banking Financial Companies In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time. Issue Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **Method and Process of Applications**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries there than SCSBs:</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

### **Terms of payment**

The entire Issue price of ₹ 135 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40 (3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

#### **Maximum and Minimum Application Size**

The applications in this Issue, being a Book Built issue, will be categorized into two; For Retail Individual Applicants.

The Application must be for a minimum of 1,000 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

#### **For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1,000 Equity Shares thereafter.

A person shall not make an application in the net issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure



that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

### **Option to Receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. The applications accepted by them,
  - ii. The applications uploaded by them
  - iii. The applications accepted but not uploaded by them or with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Managers nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - i. The applications accepted by any Designated Intermediaries
  - ii. The applications uploaded by any Designated Intermediaries or
  - iii. The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the

Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Managers on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

- Name of the Applicant;
- IPO Name;
- Application Form Number;
- Investor Category;
- PAN (of First Applicant, if more than one Applicant);
- DP ID of the demat account of the Applicant;
- Client Identification Number of the demat account of the Applicant;
- Number of Equity Shares Applied for;
- Bank Account details;
- Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and Bank account number.

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated

Intermediaries shall have no right to reject applications, except on technical grounds.

11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
13. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Allocation of Equity shares**

1. The Issue is being made through the Book Built Process wherein 1,25,000 Equity Shares shall be reserved for Market Maker and 10,35,000 Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non-Retail Applicants.
2. Under-subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Book Running Lead Managers and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

#### **Signing of Underwriting Agreement and Filing of Red Herring Prospectus with ROC**

- i. Our company will enter into an Underwriting agreement before filing prospectus.
- ii. A copy of the Red herring Prospectus will be filed with the RoC in terms of Section 26 and 32 of Companies Act, 2013.

## **Pre-Issue Advertisement**

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

## **Issuance of Allotment Advice**

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to the Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

## **Designated Date**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

## **ADVERTISEMENT REGARDING ISSUE PRICE AND RED HERRING PROSPECTUS**

Our Company will issue a statutory advertisement after the filing of the Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the floor Price and cap price.

## **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of Issue of the

Red Herring Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this Issue document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

## **General Instructions**

### **Do's:**

1. Check if you are eligible to apply;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
4. All Bidders should submit their Bids through the ASBA process only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
7. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
9. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
10. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
11. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Issue;
12. RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI

handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;

13. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
14. RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
15. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms;
17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
18. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the 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;
19. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
20. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
21. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
22. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries
23. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a 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 a 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 I.T. 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"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. 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;
26. Ensure that the category and the investor status is indicated;
27. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
28. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
29. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, 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 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 Application Form;
30. Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Red Herring Prospectus;
31. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
32. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
33. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
34. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
36. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
37. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank before 5:00 p.m. on Bid / Issue Closing Date.
38. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate

Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

39. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply for a price different from the price mentioned herein or in the Application Form;
3. Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
6. Do not send Application Forms by post, instead submit the Designated Intermediary only;
7. Do not submit the Application Forms to any non-SCSB bank or our Company.
8. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
10. Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide



details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

14. Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
15. All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021;
16. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
17. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidder 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 would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

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 dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **SUBMISSION OF BIDS**

- I. During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.

- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Red Herring Prospectus.

## **GROUNDINGS OF TECHNICAL REJECTIONS**

Bidders are advised to note that SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)

### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

**Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Managers nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Issue Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the BRLMs may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Grounds for Rejection**

Applicants are advised to note that Applications are liable to be rejected *inter alia* on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1,000;
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Applications as defined in the Red Herring Prospectus;
- Applications made using a third-party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GI and UPI Circular.

### **Equity Shares in Dematerialized Form with NSDL or CDSL**

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.

- b. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.
- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

## Communications

Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCKEXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

## EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated April 20, 2022 among NDSL, the Company and the Registrar to the Issue; and
- b. Agreement dated April 13, 2022 among CDSL, the Company and the Registrar to the Issue.
- c. The Company's shares bear ISIN no INE0LEX01011.

<p><b>To,</b>  <b>Khushbu Ankitkumar Dalwadi</b>  <b>Sahana System Limited</b>            901-A-Block, Mondeal Square, Nr. Iscon Elegance, S.G. Highway, Prahladnagar Ahmedabad - 380015.  <b>Tel No.:</b> 079 4601 4490  <b>Website:</b> <a href="http://www.sahanasystem.com">www.sahanasystem.com</a>  <b>Email id:</b> <a href="mailto:cs@sahanasystem.com">cs@sahanasystem.com</a></p>	<p><b>To,</b>  <b>Deepali Dhuri</b>  <b>Purva Sharegistry (India) Private Limited</b>            Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011, Maharashtra, India  <b>Telephone:</b> 022 2301 0771 / 8261  <b>Email:</b> <a href="mailto:support@purvashare.com">support@purvashare.com</a>;  <b>Investor Grievance Email:</b></p>
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	<a href="mailto:support@purvashare.com">support@purvashare.com</a> <b>Website:</b> <a href="http://www.purvashare.com">www.purvashare.com</a> <b>SEBI Registration No.:</b> INR000001112
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### **Pre-issue advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national and regional daily newspaper each with wide circulation and Financial Express Gujarati regional language newspaper. In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations

### **Disposal of applications and application moneys and interest in case of delay**

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the StockExchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the Issue.

### **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.”

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

### **PROCEDURE AND TIME OF FOR ALLOTMENT AND DEMAT CREDIT**

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 who have been Allotted Equity Shares in the Issue.

- a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

### **Basis of Allotment**

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than 1,000 equity shares the allotment will be made as follows:

Each successful applicant shall be allotted 1,000 equity shares; and

The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1,000 equity shares subject to a minimum allotment of 1,000 equity shares.

If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Since present Issue is a Book Built Issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) *not less than thirty-five per cent. to retail individual investors;*
- b) *not less than fifteen per cent. to non-institutional investors;*
- c) *not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:*

*Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:*

*Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

In case the aggregate demand in this category is greater than 1,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 1,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

Names of entities responsible for finalizing the **Basis of Allotment** in the event of Under Subscription

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE – the Designated Stock Exchange in addition to Book Running Lead Managers and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

### **Undertakings by Our Company**

We undertake as follows:

- That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of closure of the Issue;
- That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- That our Promoter's contribution in full has already been brought in;
- That no further Issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;



- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoter or directors of the company is wilful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- a) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- b) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and.
- d) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- e) Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- f) Our Company undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## 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 Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 (“**FDI Policy 2020**”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy from time to time and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The RBI issues Master Directions on Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

Under the current applicable FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present our Company is involved in the business of manufacturing. 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates.

At Present, the FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 has been superseded by FEMA (Non -Debt Instruments) Rules, 2019 dated October 17, 2019 (FEMA Non-Debt Rules). The sectoral cap given in the FEMA Non-Debt Rules shall come into effect from April 01, 2020.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation. An erstwhile OCB may transfer equity instruments subject to the directions issued by the Reserve Bank of India from time to time in this regard. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company investors will not issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines.

## **Investment conditions/restrictions for overseas entities**

The maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, Foreign Portfolio Investors (FPIs), Non-Resident Indian (NRI)/ Overseas Citizen of India (OCI), Limited Liability Partnerships (LLPs), Foreign Venture Capital Investor (FVCI), Investment Vehicles and Depository Receipts (DRs) under Schedule I, II, III, VI, VII, VIII and IX of the FEMA Non Debt Rules. Any equity holding by a person resident outside India resulting from the conversion of any debt instrument under any arrangement shall be reckoned as a foreign investment under the sectoral cap.

- **Investment by FPIs under Portfolio Investment Scheme (PIS):**

Aggregate FPI upto 49% of the paid up capital on a fully diluted basis or the sectoral or statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in the transfer of ownership or control to persons resident outside India and other investments by a person resident outside India shall be subject to the conditions of Government approval and compliance of sectoral conditions as laid down in the FEMA Non Debt Rules.

Other foreign investments will be subject to conditions of Government approval and compliance with sectoral conditions as per FDI Policy 2020 till the time the new sectoral cap as mentioned in the FEMA Non-Debt Rules comes into effect. The total foreign investment, direct and indirect, in the issuing entity, will not exceed the sectoral/statutory cap.

With regards to purchase/sale of equity instruments of an Indian company by an FPI under PIS, the total holding by each FPI or an investor group shall be less than 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 % and 24 % will be called the individual and aggregate limit, respectively.

With effect from the April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FEMA Non-Debt Rules, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid up value of each series of debentures or preference shares or share warrants.

The aggregate limit as provided in sub-paragraph (b) of paragraph 3 of Schedule I may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. Further, the Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively. Also, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold. The aggregate limit with respect to an Indian company in a sector where FDI is prohibited shall be 24%.

- **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity instruments as defined under the FEMA Non-Debt Rules of a listed Indian company on repatriation basis on a recognized stock exchange in India by NRI or OCI is allowed subject to certain conditions under Schedule III of the FEMA Non-Debt Rules that is:

The total holding by any individual NRI or OCI shall not exceed 5 % of the total paid-up equity capital

on a fully diluted basis or should not exceed 5 % of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 % of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the general body of the Indian company.

- **Investment by NRI or OCI on non-repatriation basis**

The Schedule IV of the FEMA Non-Debt Rules deals with Purchase/ sale of equity Instruments or convertible notes or units or contribution to the capital of a LLP by a NRI or OCI on non-repatriation basis. It shall be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions by RBI.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

**Further, no issue to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such issue made under exemptions available under the Prospectus Directive, provided that no such issue shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.**

**Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## SECTION X-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**SAHANA SYSTEM LIMITED**  
**(Formerly known as Sahana System, Partnership Firm)**

### CONSTITUTION OF THE COMPANY

1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

“public company” means a company which—

- (a) is not a private company;
- (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

### INTERPRETATION CLAUSE

2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:

- a. 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.'
- b. 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
- c. 'The Company' or 'This Company' means **SAHANA SYSTEM LIMITED**.
- d. 'Directors' means the Directors for the time being of the Company.
- e. 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.
- f. 'Members' means members of the Company holding a share or shares of any class.
- g. 'Month' shall mean a calendar month.
- h. 'Paid-up' shall include 'credited as fully paid-up'.
- i. 'Person' shall include any corporation as well as individual.
- j. 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.
- k. 'Section' or 'Sec.' means Section of the Act.

- l. Words importing the masculine gender shall include the feminine gender.
- m. Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.
- n. 'Special Resolution' means special resolution as defined by Section 114 in the Act.
- o. 'The Office' means the Registered Office for the time being of the Company.
- p. 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.
- q. 'Proxy' includes Attorney duly constituted under a Power of Attorney.

3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.

4. The Authorized Share Capital of the Company shall be as prescribed in Clause 5 of the Memorandum of Association of the Company.

5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot 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 at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any Issue of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.

7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:

- I. (a) Such further shares shall be offered to the persons who, at the date of the Issue, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
- (b) The Issue aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the Issue within which the Issue, if not accepted, will be deemed to have been declined.
- (c) The Issue 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 clause (b) shall contain a statement of this right.
- (d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.

II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, Issue and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:

- (a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and
- (b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.

8. (1) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.

(2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

#### **Issue of further shares with disproportionate rights**

9. Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.

#### **Issue of shares with disproportionate rights**

10. The Company may issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

#### **Power to pay commission**

11. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of

commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

#### **Liability of joint holders of shares**

12. The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

#### **Trust not recognised**

13. Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### **Issue other than for cash**

14. a. The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.

b. As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

#### **Acceptance of shares**

15. An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

#### **Member' right to share Certificates**

16. 1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:

a. One certificate for all his shares; or

b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.

2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.

3. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors and the Secretary or authorized official(s) of the Company.



### **One Certificate for joint holders**

17. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

### **Renewal of Certificate**

18. If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.

19. For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

### **Splitting and consolidation of Share Certificate**

20. The shares of the Company will be split up/consolidated in the following circumstances:

- (i) At the request of the member/s for split up of shares in marketable lot.
- (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

### **Directors may issue new Certificate(s)**

21. Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

### **Person by whom installments are payable**

22. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

## **LIEN**

### **Company's lien on shares**

23. The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

### **As to enforcing lien by sale**

24. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

**Authority to transfer**

25. a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.

b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

**Application of proceeds of sale**

26. The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

**CALLS ON SHARES****Calls**

27. Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

**When call deemed to have been made**

28. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

**Length of Notice of call**

29. Not less than thirty day's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

**Sum payable in fixed instalments to be deemed calls**

30. If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or instalment accordingly.

**When interest on call or instalment payable**

31. If the sum payable in respect of any call or, instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.

**Sums payable at fixed times to be treated as calls**

32. The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

**Payment of call in advance**

33. The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

**Partial payment not to preclude forfeiture**

34. Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.

**FORFEITURE OF SHARES****If call or instalment not paid, notice may be given**

35. If a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

**Evidence action by Company against shareholders**

36. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

**Form of Notice**

37. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

**If notice not complied with, shares may be forfeited**

38. If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

**Notice after forfeiture**

39. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

### **Boards' right to dispose of forfeited shares or cancellation of forfeiture**

40. A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

### **Liability after forfeiture**

41. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

### **Effect of forfeiture**

42. The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

### **Evidence of forfeiture**

43. A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any ) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

### **Non-payment of sums payable at fixed times**

44. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

### **Validity of such sales**

45. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor 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 and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

## **TRANSFER AND TRANSMISSION OF SHARES**

### **Transfer**

46. a. The instrument of transfer of any share in the Company 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.

b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.

c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.

d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.

e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

#### **Form of transfer**

47. Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

#### **Board's right to refuse to register**

48. a. The Board, may, at its absolute discretion and without assigning any reason, decline to register

1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or

2. Any transfer or transmission of shares on which the Company has a lien

a. Provided that registration of any 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 a lien on the shares.

b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.

d. The provisions of this clause shall apply to transfers of stock also.

#### **Further right of Board of Directors to decline to recognize any instrument of transfer**

49. the board may decline to recognise any instrument of transfer unless –

a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

c. the instrument of transfer is in respect of only one class of shares.

**Rights to shares on death of a member for transmission**

50. a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.

b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

**Rights and liabilities of person**

51. 1. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either

- a. to be registered himself as a holder of the share or
- b. to make such transfer of the share as the deceased or insolvent member could have made.

2. The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

**Notice by such a person of his election**

52. a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.

**No transfer to infant, etc.**

53. No transfer shall be made to an infant or a person of unsound mind.

**Endorsement of transfer and issue of certificate**

54. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

**Custody of transfer**

55. The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

**Register of members**

56. a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

**Closure of Register of members**

b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

**When instruments of transfer to be retained**

c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

**Company's right to register transfer by apparent legal owner**

57. The Company shall incur no liability or responsibility whatever in consequence of their 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 right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book 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 right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

**ALTERATION OF CAPITAL****Alteration and consolidation, sub-division and cancellation of shares**

58. a. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:

1. increase its share capital by such amount as it thinks expedient by issuing new shares;
2. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
3. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;
4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.
5. a. Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

b. The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.

6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

#### **Reduction of capital, etc. by Company**

59. The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:

- a. its share capital;
- b. any capital redemption reserve account; or
- c. any share premium account.

### **SURRENDER OF SHARES**

#### **Surrender of shares**

60. The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

### **MODIFICATION OF RIGHTS**

#### **Power of modify shares**

61. The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

### **SET OFF OF MONEY DUE TO SHAREHOLDERS**

#### **Set-off of moneys due to shareholders**

62. Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

### **CONVERSION OF SHARES INTO STOCK**

#### **Conversion of shares**

63. The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

#### **Transfer of stock**

64. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

#### **Right of stockholders**

65. The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.



### **Applicability of regulations to stock and stockholders**

66. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

## **67. DEMATERIALISATION OF SECURITIES**

### **a) Definitions**

For the purpose of this Article:

‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;

‘SEBI’ means the Securities and Exchange Board of India;

‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

‘Security’ means such security as may be specified by SEBI from time to time.

### **b) Dematerialisation of securities**

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to Issue securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

### **c) Options for investors**

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

### **d) Securities in depositories to be in fungible form**

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

### **e) Rights of depositories and beneficial owners:**

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

**f) Service of documents**

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

**g) Transfer of securities**

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

**h) Allotment of securities dealt with in a depository**

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

**i) Distinctive numbers of securities held in a depository**

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

**j) Register and Index of Beneficial owners**

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

**k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository**

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

**GENERAL MEETINGS**

**Annual General Meeting**

68. The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

**Extraordinary General Meeting**

69. 1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

**Right to summon Extraordinary General Meeting**

2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

**Extraordinary Meeting by requisition**

70. a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.

b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.

c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.

d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.

e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

#### **Length of notice for calling meeting**

71. A General Meeting of the Company may be called by giving not less than twenty one days notice in writing, provided that a General Meeting may be called after giving shorter notice of seven days or less if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid-up share capital which gives the right to vote on the matters to be considered at the meeting. Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

#### **Accidental omission to give notice not to invalidate meeting**

72. The accidental omission to give notice of any meeting or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

#### **Special business and statement to be annexed**

73. All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

#### **Quorum**

74. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of members upto 1000: 5 members personally present  
Number of members 1000-5000: 15 members personally present  
Number of members more than 5000: 30 members personally present

**If quorum not present, when meeting to be dissolved and when to be adjourned**

75. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

**Chairman of General Meeting**

76. The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

**When Chairman is absent**

77. If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

**Adjournment of meeting**

78. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

**Questions at General Meeting how decided**

79. At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, 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.

**Casting vote**

80. In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

**Taking of poll**

81. If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

### **In what cases poll taken without adjournment**

82. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

### **Votes**

83. a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.

b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.

c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

### **Business may proceed notwithstanding demand for poll**

84. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

### **Joint holders**

85. In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

### **Member of unsound mind**

86. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.

### **No member entitled to vote while call due to Company**

87. No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

### **Proxies permitted on polls**

88. On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

### **Instrument of proxy**

89. a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.

b. A body corporate (whether a company within the meaning of this Act or not) may:

1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;

2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

#### **Instrument of proxy to be deposited at the office**

90. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

#### **Validity of vote by proxy**

91. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **Form of proxy**

92. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

### **DIRECTORS**

#### **Number of Directors**

93. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

The Present Directors of the Company are:

- 1. Miss. Hetal Chaturbhai Patel**
- 2. Mrs. Shardaben Ramjibhai Katadia**
- 3. Mr. Hetang Arunkumar Shah**

94. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

#### **Qualification of Directors**

95. Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

#### **Director's remuneration**

96. a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 and schedule V of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in

the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.

c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in subclause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.

d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

#### **Directors may act notwithstanding vacancy**

97. The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 119 below:

#### **Chairman or Vice-chairman of the Board**

98. a. Notwithstanding anything contained in these Articles and pursuant to provisions of the Act, Managing Director of the company will act as Chairman of the board and Deputy Managing Director will act as Vice chairman of the board.

b. Subject to the provisions of the Act, the Chairman and the Vice Chairman may be paid such remuneration for their services as Chairman and Vice Chairman respectively, and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.

#### **Casual vacancy**

99. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

### **VACATION OF OFFICE BY DIRECTORS**

#### **Vacation of office by Directors**

100. The office of a Director shall be vacated if:

1. he is found to be unsound mind by a Court of competent jurisdiction;

2. he applies to be adjudicated as an insolvent;
3. he is an undischarged insolvent;
4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;
5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;
6. an order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.
7. he has not complied with Subsection (3) of Section 152
8. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.
9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;
10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.
11. he becomes disqualified by an order of a court or the Tribunal
12. he is removed in pursuance of the provisions of the Act,
13. having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:
  1. for thirty days from the date of the adjudication, sentence or order;
  2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off;

or

3. where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

#### **Alternate Directors**

101. (a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause "the Original Director" during his absence for a period of not less than 3 months from India.

(b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.



### **Independent Directors**

(c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.

(ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013.

(iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and shall not be liable to retire by rotation.

### **Women Director**

(d) The Directors shall appoint one women director as per the requirements of section 149 of the Act.

### **Key Managerial Personnel**

(e) Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

### **Additional Directors**

102. The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company.

### **Proportion of retirement by rotation**

a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

### **Debenture**

103. Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and reappoint any Director so appointed. The Director appointed under this Article is herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation 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 provisions shall have effect notwithstanding any other provisions herein contained.

### **Corporation/Nominee Director**

104. a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (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 so appointed, any person or persons in his or their place(s).

b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. 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 appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation 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 ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.

The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

c. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

### **Disclosure of interest of Directors**

105. a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or

otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director 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 the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

### **Rights of Directors**

106. Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

### **Directors to comply with Section 184**

107. Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

### **Directors power of contract with Company**

108. Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

## **ROTATION OF DIRECTORS**

### **Rotation and retirement of Directors**

109. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

### **Retiring Directors eligible for re-election**

110. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

### **Which Directors to retire**

111. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

### **Retiring Directors to remain in office till successors are appointed**

112. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

### **Power of General Meeting to increase or reduce number of Directors**

113. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

### **Power to remove Directors by ordinary resolution**

114. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

### **Rights of persons other than retiring Directors to stand for Directorships**

115. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution".

### **Register of Directors and KMP and their shareholding**

116. The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

### **Business to be carried on**

117. The business of the Company shall be carried on by the Board of Directors.

### **Meeting of the Board**

118. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

### **Director may summon meeting**

119. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

### **Question how decided**

120. a. Save as otherwise expressly provided in the Act, a meeting of the Directors 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 a second or casting vote in addition to his vote as a Director.

### **Right of continuing Directors when there is no quorum**

121. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

### **Quorum**

122. 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 the total strength, the number of the 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 the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

### **Election of Chairman to the Board**

123. If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

### **Power to appoint Committees and to delegate**

124. a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

### **Delegation of powers**

b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.

c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

### **Proceedings of Committee**

125. The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.

### **Election of Chairman of the Committee**

126. a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

### **Question how determined**

127. 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 of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

### **Acts done by Board or Committee valid, notwithstanding defective appointment, etc.**

128. All acts done by any meeting of the Board or 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 any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

### **Resolution by circulation**

129. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

## **POWERS AND DUTIES OF DIRECTORS**

### **General powers of Company vested in Directors**

130. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in

General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

### **Attorney of the Company**

131. The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

### **Power to authorise sub-delegation**

132. The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

### **Directors' duty to comply with the provisions of the Act**

133. The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

### **Special power of Directors**

134. In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

### **To acquire and dispose of property and rights**

135. a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

### **To pay for property in debentures, etc.**

b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

**To secure contracts by mortgages**

c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

**To appoint officers, etc.**

d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks 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 powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.

e. 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 payments or satisfaction of any dues and of any claims or demands by or against the Company.

**To refer to arbitration**

f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

**To give receipt**

g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

**To act in matters of bankrupts and insolvents**

h. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

**To give security by way of indemnity**

i. 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 for the benefit of the Company such 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, covenants and provisions as shall be agreed upon.

**To give commission**

j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

**To make contracts etc.**

k. 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 consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

**To make bye-laws**

l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.



**To set aside profits for provided fund**

m. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

**To make and alter rules**

n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

o. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

**Managing Director**

136. a. Subject to the provisions of Section 196 ,197, 2(94), 203 of the Act, the following provisions shall apply:

b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.

c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.

d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have 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 and in relation to the management of the affairs, 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 the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 137 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

**Whole-time Director**

137. 1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Wholetime Director or

Wholetime Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

### **Secretary**

138. The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.

### **Powers as to commencement of business**

139. Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

### **Delegation of power**

140. Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

## **BORROWING**

### **Borrowing Powers**

141. a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, 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 specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of 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 transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.

Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.

### **Assignment of debentures**

142. Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

### **Terms of debenture issue**

143. a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.

c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.

d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.

e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

#### **Charge on uncalled capital**

144. Any uncalled capital of the Company may be included in or charged by mortgage or other security.

#### **Subsequent assignees of uncalled capital**

145. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.

#### **Charge in favour of Director of indemnity**

146. If the Directors or any of them or any other 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 any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.

#### **Powers to be exercised by Board only at meeting**

147. a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.

- (a) to make calls on shareholders in respect of money unpaid on their shares;
- (b) to authorise buy-back of securities under section 68;
- (c) to issue securities, including debentures, whether in or outside India;
- (d) to borrow monies;
- (e) to invest the funds of the company;
- (f) to grant loans or give guarantee or provide security in respect of loans;
- (g) to approve financial statement and the Board's report;
- (h) to diversify the business of the company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to take over a company or acquire a controlling or substantial stake in another company;
- (k) to make political contributions;
- (l) to appoint or remove key managerial personnel (KMP);
- (m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
- (n) to appoint internal auditors and secretarial auditor;
- (o) to take note of the disclosure of director's interest and shareholding;
- (p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;
- (q) to invite or accept or renew public deposits and related matters;
- (r) to review or change the terms and conditions of public deposit;
- (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.
- (t) such other business as may be prescribed by the Act.

b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.

c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.

d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.

e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.

### **Register of mortgage to be kept**

148. The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

### **Register of holders of debentures**

149. Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

### **Inspection of copies of and Register of Mortgages**

150. The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

### **Supplying copies of register of holder of debentures**

151. The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

### **Right of holders of debentures as to Financial Statements**

152. Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

### **Minutes**

153. a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.

b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

### **Managing Director's power to be exercised severally**

154. All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

## **MANAGER**

### **Manager**

155. Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

## **COMMON SEAL**

### **Common Seal**

156. The Board may provide for a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.

### **Affixture of Common Seal**

157. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, 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 one Director and the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Chairman or the Vice Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.

## **DIVIDENDS AND RESERVES**

### **Rights to Dividend**

158. 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 these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

### **Declaration of Dividends**

159. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

### **What to be deemed net profits**

160. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

### **Interim Dividend**

161. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

### **Dividends to be paid out of profits only**

162. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

### **Reserve Funds**

163. 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 applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

### **Method of payment of dividend**

164. a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.

b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.

c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

### **Deduction of arrears**

165. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.

### **Adjustment of dividend against call**

166. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, 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 themselves, be set off against the call.

### **Payment by cheque or warrant**

167. a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register

of Members or to such person and to such address of the holder as the joint holders may in writing direct.

b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

#### **Retention in certain cases**

168. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

#### **Receipt of joint holders**

(A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:

a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

b) Keep in abeyance in relation to such shares any Issue of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act”.

#### **Deduction of arrears**

169. Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

#### **Notice of Dividends**

170. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

#### **Dividend not to bear interest**

171. No dividend shall bear interest against the Company.

#### **Unclaimed Dividend**

172. No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

#### **Transfer of share not to pass prior Dividend**

173. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.



## CAPITALISATION OF PROFITS

### Capitalisation of Profits

174. a. The Company in General Meeting, may on the recommendation of the Board, resolve:

1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and

2. that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) 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, subject to the provisions contained in Subclause (3) either in or towards:

1. paying up any amount for the time being unpaid on any share held by such members respectively;

2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid;

or

3. partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).

c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

### Powers of Directors for declaration of Bonus

175. a. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and

2. generally do all acts and things required to give effect thereto.

b. The Board shall have full power:

1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;

2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.

c. Any agreement made under such authority shall be effective and binding on all such members.

## ACCOUNTS

### **Books of account to be kept**

176. a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.

c. The books of accounts shall be open to inspection by any Director during business hours.

### **Where books of account to be kept**

177. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

### **Inspection by members**

178. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

### **Statement of account to be furnished to General Meeting**

179. The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

### **Financial Statements**

180. Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

### **Authentication of Financial Statements**

181. a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.

b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

### **Auditors Report to be annexed**

182. The Auditor's Report shall be attached to the financial statements.

### **Board's Report to be attached to Financial Statements**

183. a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.

b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.

c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.

d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.

e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.

#### **Right of member to copies of Financial Statements**

184. The Company shall comply with the requirements of Section 136.

### **ANNUAL RETURNS**

#### **Annual Returns**

185. The Company shall make the requisite annual return in accordance with Section 92 of the Act.

### **AUDIT**

#### **Accounts to be audited**

186. a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.

c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.

d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.

e. The Company shall, within seven days of the Central Government's power under Subclause (d) becoming exercisable, give notice of that fact to that Government.

f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and

2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.

g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.

i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

### **Audit of Branch Offices**

187. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

### **Remuneration of Auditors**

188. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

### **Rights and duties of Auditors**

189. a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.

b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and

according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view

:

1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and
2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.

d. The Auditor's Report shall also state:

(a) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;

(b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;

(c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;

(d) whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;

(e) whether, in his opinion, the financial statements comply with the accounting standards;

(f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;

(g) whether any director is disqualified from being appointed as a director under subsection (2) of section 164;

(h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;

(i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

(j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;

(k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;

(l) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.

f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

### **Accounts whether audited and approved to be conclusive**

190. Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

### **Service of documents on the Company**

191. A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

### **How documents to be served to members**

192. a. A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally  
or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.

b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

c. Where a document is sent by post:

i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is

sent in the manner intimated by the member, and such service shall be deemed to have been effected;

a. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and

b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

### **Members to notify address in India**

193. Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

### **Service on members having no registered address in India**

194. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

### **Service on persons acquiring shares on death or insolvency of members**

195. A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like

descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

#### **Notice valid though member deceased**

196. Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

#### **Persons entitled to Notice of General Meeting**

197. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;

(a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;

(b) the auditor or auditors of the company; and

(c) every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

#### **Advertisement**

198. a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.

b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

#### **Transference, etc. bound by prior notices**

199. Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.

#### **How notice to be signed**

200. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

## **AUTHENTICATION OF DOCUMENTS**

### **Authentication of document and proceeding**

201. 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, or the Managing Director or an authorised officer of the Company and need not be under its seal.

## **WINDING UP**

### **Winding up**

202. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

### **Division of assets of the Company in specie among members**

203. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person 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 him the net proceeds, and the liquidators shall, if practicable, act accordingly.

## **INDEMNITY AND RESPONSIBILITY**

### **Directors' and others' right to indemnity**

204. a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

205. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages 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 judgement or oversight on his part or for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

#### **SECURITY CLAUSE**

206. a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.

b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting 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 the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

#### **REGISTERS, INSPECTION AND COPIES THEREOF**

207. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.

b. Any Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

#### **GENERAL AUTHORITY**

208. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts, not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus, which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing the Prospectus with RoC to Issue Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

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 of the provisions contained in the Companies Act and other applicable laws.

#### Material Contracts:

- 1) Issue Agreement dated January 28, 2023, between our Company and BRLMs.
- 2) Registrar Agreement dated May 20, 2023, between our Company and the Registrar to the Issue.
- 3) Cash escrow and sponsor bank agreement dated May 19, 2023 amongst our Company, the Registrar to the Issue, the BRLMs, Syndicate Member.
- 4) Syndicate agreement dated May 19, 2023 entered into amongst our Company, BRLMs, the Syndicate Member and a share escrow agent
- 5) Underwriting Agreement dated May 19, 2023 between our Company the BRLMs and Underwriter(s).
- 6) Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated April 20, 2022
- 7) Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated April 13, 2022
- 8) Market Making Agreement dated May 19, 2023 between our Company, BRLMs and Market Maker.

#### Material Documents

- 1) Certified true copy of Certificate of Incorporation, Fresh Certificate of Incorporation-consequent to conversion of Private limited Company to public limited company, Memorandum and Articles of Association of our Company as amended from time to time;
- 2) Board resolution and special resolution passed pursuant to Section 62 (1)(c) of the Companies Act, 2013 by the Board and shareholders of our Company approving the Issue, at their meetings held on October 06, 2022;
- 3) Resolution of the Board of Directors of our Company dated May 24, 2023, approving the Prospectus and amendments thereto.
- 4) Resolution of the Board of Directors of our Company dated June 05, 2023, approving the Prospectus and amendments thereto.
- 5) Copies of annual reports of our Company for the preceding three Fiscals;
- 6) Agreement dated April 18, 2022, entered into by our Company with Hetang Shah appointment as

a Managing Director of the company;

- 7) Consent dated January 10, 2023, from the peer review auditor, A. K. Ostwal & Co., Chartered Accountants, to include their name as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the peer review auditor and in respect of the: (i) Restated Financial Statements and their examination report dated May 16, 2023, and (ii) the statement of Possible Special tax benefits dated May 20, 2023 included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.
- 8) Consents of Promoter, Directors, Chief Executive Officer, Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company, Legal Advisor to the Issue, Book Running Lead Managers, Registrar to the Issue, the Syndicate Members, the Escrow Collection Bank(s), Market Maker, Underwriter and Bankers to the Issue/Public Issue Bank/Refund Banker and Sponsor Banker to act in their respective capacities;
- 9) Certificate of the Peer Review Auditors, A. K. Ostwal & Co., Chartered Accountants dated May 20, 2023, verifying the key performance indicators (KPI).
- 10) Due Diligence Certificate from Book Running Lead Managers dated January 28, 2023, addressed to SEBI from the BRLMs.
- 11) Copy of In- Principle Approval from NSE by way of letter dated April 27, 2023, to use the name of NSE in this issue document for listing of Equity Shares on NSE EMERGE (SME Platform of The National Stock Exchange of India Limited).

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 of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

### SIGNED BY THE DIRECTORS AND KEY MANAGERIAL PERSONNELS OF OUR COMPANY

Name & Designation	Signature
<b>Hetang Arunkumar Shah</b> ( <i>Managing Director</i> )	Sd/-
<b>Hetal Chaturbhai Patel</b> ( <i>Non-Executive Director</i> )	Sd/-
<b>Ekta Ankit Patel</b> ( <i>Non-Executive Independent Director</i> )	Sd/-
<b>Nishita Mayank Sanghvi</b> ( <i>Non-Executive Independent Director</i> )	Sd/-
<b>Pratik Kakadia</b> ( <i>Chief Executive Officer</i> )	Sd/-
<b>Jatinkumar Jogani</b> ( <i>Chief Financial Officer</i> )	Sd/-
<b>Khushbu Ankitkumar Dalwadi</b> ( <i>Company Secretary and Compliance Officer</i> )	Sd/-

**Place:** Ahmedabad

**Date:** June 05, 2023