



(Please scan this QR code to view the DRHP)

DRAFT RED HERRING PROSPECTUS

Dated October 16, 2025

Please read Section 32 of the Companies Act, 2013

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)

100% Book Built Offer



SIFY INFINIT SPACES LIMITED

CORPORATE IDENTIFICATION NUMBER: U74999TN2017PLC119607

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
2 nd Floor, TIDEL Park No 4, Rajiv Gandhi Salai, Taramani, Chennai, Tamil Nadu, India, 600113	Poornasandar D J <i>Company Secretary and Compliance Officer</i>	Email: sisl.secretarial@sifycorp.com Telephone: +91 44 2254 0851	www.sifyinfinitspaces.com

THE PROMOTERS OF OUR COMPANY: SIFY TECHNOLOGIES LIMITED, VEGESNA ANANTA KOTI RAJU, VEGESNA BALA SARASWATHI, RAMANAND CORE INVESTMENT COMPANY PRIVATE LIMITED AND RAJU VEGESNA INFOTECH & INDUSTRIES PRIVATE LIMITED

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE [^]	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE [^]	ELIGIBILITY AND RESERVATION
Fresh Issue and Offer for Sale	Fresh issue of up to [●] equity shares of face value of ₹ 10 each aggregating up to ₹ 25,000.00 million	Offer for Sale of up to [●] equity shares of face value of ₹ 10 each aggregating up to ₹ 12,000.00 million	Up to [●] equity shares of face value of ₹10 each aggregating up to ₹ 37,000.00 million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). For further details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 479. For details in relation to share reservation among Eligible Employees, qualified institutional buyers (“QIBs”), retail individual Bidders (“RIBs”) and non-institutional bidders (“NIBs”), see “Offer Structure” beginning on page 502.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS AND WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF THE SELLING SHAREHOLDERS	TYPE	MAXIMUM NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OFFERED / AMOUNT (₹ IN MILLION) ^{**}	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹) ^{#*}
Kotak Data Center Fund	Investor Selling Shareholder	Up to [●] equity shares of face value of ₹10 each aggregating up to ₹6,430.00 million	160.48
Kotak Special Situations Fund	Investor Selling Shareholder	Up to [●] equity shares of face value of ₹10 each aggregating up to ₹5,570.00 million	123.53

^{*}Assuming conversion of CCDs held by the relevant Selling Shareholders into maximum number of Equity Shares. For further details, see “The Offer” and “Capital Structure” beginning on pages 79 and 93.

^{**}All Offered Shares of the Selling Shareholders includes Equity Shares that will be issued upon conversion of all outstanding CCDs prior to the filing of the Red Herring Prospectus. For further details, see “The Offer” and “Capital Structure” beginning on pages 79 and 93.

[#]As certified by Manohar Chowdhry & Associates, Statutory Auditors, by way of their certificate dated October 16, 2025.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price, as determined by our Company, in consultation with the book running lead managers to the Offer (“BRLMs”), in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in “Basis for Offer Price” beginning on page 138, should not be considered 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 or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to “Risk Factors” beginning on page 35.

COMPANY’S AND THE SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accept responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, assume no responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, made or confirmed by or in relation to our Company or our Company's business, or by any other Selling Shareholder(s) or any other person(s).

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with the BSE, the "Stock Exchanges"). For the purposes of the Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

NAMES AND LOGOS OF THE BRLMS	CONTACT PERSON	TELEPHONE AND E-MAIL
JM Financial Limited 	Prachee Dhuri	Tel: +91 22 6630 3030 E-mail: sify.ipo@jmfl.com
CLSA India Private Limited 	Siddhant Thakur/ Akhil Viswatmula	Tel: +91 22 6650 5050 E-mail: sify.ipo@cls.com
J. P. Morgan India Private Limited 	Himanshi Arora / Kritvee Bastawala	Tel: +91 22 6157 3000 E-mail: SISL_IPO@jpmorgan.com
Kotak Mahindra Capital Company Limited^{&} 	Ganesh Rane	Tel: +91 22 4336 0000 E-mail: sify.ipo@kotak.com
Morgan Stanley India Company Private Limited 	Sonal Taparia	Tel: +91 22 6118 1000 E-mail: sifyipo@morganstanley.com

REGISTRAR TO THE OFFER

NAME AND LOGO OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
KFin Technologies Limited 	M. Murali Krishna	Tel: +91 40 6716 2222/18003094001 E-mail: sifyinfinit.ipo@kfinotech.com

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER DATE ⁽¹⁾	[●]	BID/ OFFER OPENS ON	[●]	BID/ OFFER CLOSES ON ⁽²⁾	[●] ⁽³⁾

⁽¹⁾ Our Company and Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Date shall be one Working Day prior to the Bid/ Offer Opening Date.

⁽²⁾ Our Company and Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.

[^] Our Company, in consultation with the BRLMs, may consider a further issue of specified securities, aggregating to ₹ 5,000.00 million, as may be permitted under applicable law, at its discretion, in one or more tranches, prior to filing of the Red Herring Prospectus ("Pre-IPO Placement"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

[&] Kotak Special Situations Fund ("KSSF") and Kotak Data Center Fund ("KDCF"), who are proposing to participate in the Offer for Sale as Selling Shareholders, are managed by Kotak Alternate Asset Managers Limited ("KAAML"). KSSF, KDCF and KAAML are associates of Kotak Mahindra Capital Company Limited in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, Kotak Mahindra Capital Company Limited will only be involved in the marketing of the Offer. Kotak Mahindra Capital Company Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.



SIFY INFINIT SPACES LIMITED

Our Company was incorporated as Sify Infnit Spaces Limited as a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated November 20, 2017, issued by the Registrar of Companies, Central Registration Centre at Manesar. For further details, see "History and Certain Corporate Matters - Brief History of our Company" on page 314.

Registered and Corporate Office: 2nd Floor, TIDEL Park No 4, Rajiv Gandhi Salai, Taramani, Chennai, Tamil Nadu, India, 600113

Telephone: +91 44 2254 0851 ; Website: www.sifyinfnitspaces.com; Contact person: Poomasandar D J, Company Secretary and Compliance Officer; E-mail: sisl.secretarial@sifycorp.com

Corporate Identification Number: U74999TN2017PLC119607

THE PROMOTERS OF OUR COMPANY: SIFY TECHNOLOGIES LIMITED, VEGESNA ANANTA KOTI RAJU, VEGESNA BALA SARASWATHI, RAMANAND CORE INVESTMENT COMPANY PRIVATE LIMITED AND RAJU VEGESNA INFOTECH & INDUSTRIES PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF SIFY INFINIT SPACES LIMITED (OUR "COMPANY" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹37,000.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹25,000.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹12,000.00 MILLION (THE "OFFER FOR SALE"), CONSISTING OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹6,430.00 MILLION BY KOTAK DATA CENTER FUND, AND UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹5,570.00 MILLION BY KOTAK SPECIAL SITUATIONS FUND (COLLECTIVELY, THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES, THE "OFFERED SHARES").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"), OUR COMPANY, IN CONSULTATION WITH THE BRLMS MAY OFFER A DISCOUNT OF UP TO [●] % OF THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"), SUBJECT TO NECESSARY APPROVALS AS MAY BE REQUIRED. THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HERINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER AN ISSUE OF SPECIFIED SECURITIES AGGREGATING UP TO ₹ 5,000.00 MILLION, AS MAY BE PERMITTED UNDER APPLICABLE LAW, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER, OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, THE EMPLOYEE DISCOUNT 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 [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND [●] EDITIONS OF [●], A TAMIL DAILY NEWSPAPER (TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE AND NSE FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company and the Selling Shareholders in consultation with the BRLMs, may for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), the Designated Intermediaries and the Sponsor Banks, as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Net Offer shall be available for allocation to a proportionate basis to Qualified Institutional Buyers ("QIBs"), and such portion, the "QIB Portion" provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which at least one-third shall be available for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% 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 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations ("Retail Portion"), subject to valid Bids being received from them at or above the Offer Price. Further, all potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) (as defined hereinafter) in which the Bid amount will be blocked by the SCSBs or the Sponsor Banks, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "Offer Procedure" beginning on page 506.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Offer Price as determined by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "Basis for Offer Price" beginning on page 138 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "Risk Factors" beginning on page 35.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, assumes no responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, made or confirmed by or in relation to our Company or our Company's business, or by any other Selling Shareholder(s) or any other person(s).

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received "in-principle" approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 545.

BOOK RUNNING LEAD MANAGERS

BOOK RUNNING LEAD MANAGERS					REGISTRAR TO THE OFFER
JM Financial Limited 7 th Floor, Chenergy Appasaheb Marathe Marg Prabhadevi Mumbai - 400 025 Maharashtra, India Tel: +91 22 6630 3030 Email: sify ipo@jmfll.com Website: www.jmfll.com Investor Grievance ID: grievance.ibd@jmfll.com Contact Person: Prachee Dhuri SEBI Registration Number: INM000010361	CLSA India Private Limited 8/F Dalamal House Nariman Point Mumbai 400 021 Maharashtra, India Tel: +91 22 6650 5050 E-mail: sify.ipo@clsa.com Investor Grievance ID: investor.helpdesk@clsa.com Website: www.india.clsa.com Contact Person: Siddhant Thakur/ Akhil Viswamulla SEBI Registration Number: INM000010619	J.P. Morgan India Private Limited J.P. Morgan Tower Off C.S.T. Road, Kalina Santacruz (East) Mumbai 400 098 Maharashtra, India Tel: +91 22 6157 3000 E-mail: SISL_IPO@jpmorgan.com Investor Grievance ID: investorsmb.jpmi@jpmorgan.com Website: www.jpmi.jl.com Contact Person: Himanshi Arora / Kritvee Bastawala SEBI Registration: INM000002970	Kotak Mahindra Capital Company Limited* 27 BKC, 1st Floor, Plot No. C-27 "G" Block, Bandra Kurla Complex Bandra (East) Mumbai 400 051 Maharashtra, India Tel: +91 22 4336 0000 E-mail: sify.ipo@kotak.com Website: https://investmentbank.kotak.com Investor Grievance ID: kmccredressal@kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	Morgan Stanley India Company Private Limited Altimus, Level 39 & 40 Pandurang Budhkar Marg, Worli Mumbai 400 018 Maharashtra, India Tel: +91 22 6118 1000 E-mail: sifyipo@morganstanley.com Website: www.morganstanley.com Investor Grievance ID: investors_india@morganstanley.com Contact Person: Sonal Tapuria SEBI Registration Number: INM000011203	KFin Technologies Limited Selenium, Tower B, Plot No. 31 and 32, Gachibowli, Financial District, Hyderabad-500 032, Telangana, India Tel: +91 40 6716 2222/18003094001 E-mail: sifyinfnit.ipo@kfintech.com Investor Grievance ID: cinward.ns@kfintech.com Website: www.kfintech.com Contact Person: M. Murali Krishna SEBI Registration No.: INR000000221

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER DATE*	[●]
BID/ OFFER OPENS ON	[●]
BID/ OFFER CLOSES ON**	[●]***

* Our Company and Selling Shareholders, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Date shall be one Working Day prior to the Bid/ Offer Opening Date.

** Our Company and Selling Shareholders, in consultation with the Book Running Lead Managers, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

***The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.

Kotak Special Situations Fund ("KSSF") and Kotak Data Center Fund ("KDCF"), who are proposing to participate in the Offer for Sale as Selling Shareholders, are managed by Kotak Alternate Asset Managers Limited ("KAAML"). KSSF, KDCF and KAAML are associates of Kotak Mahindra Capital Company Limited in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the provision to Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, Kotak Mahindra Capital Company Limited will only be involved in the marketing of the Offer. Kotak Mahindra Capital Company Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.

(This page is intentionally left blank)

TABLE OF CONTENTS

SECTION I: GENERAL	1
DEFINITIONS AND ABBREVIATIONS	1
SUMMARY OF THE OFFER DOCUMENT	17
CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA	30
FORWARD-LOOKING STATEMENTS	33
SECTION II: RISK FACTORS	35
SECTION III: INTRODUCTION	79
THE OFFER	79
SUMMARY OF FINANCIAL INFORMATION	81
GENERAL INFORMATION	86
CAPITAL STRUCTURE	93
OBJECTS OF THE OFFER	108
BASIS FOR OFFER PRICE	138
STATEMENT OF SPECIAL TAX BENEFITS	148
SECTION IV: ABOUT OUR COMPANY	157
INDUSTRY OVERVIEW	157
OUR BUSINESS	276
KEY REGULATIONS AND POLICIES IN INDIA	308
HISTORY AND CERTAIN CORPORATE MATTERS	314
OUR MANAGEMENT	325
OUR PROMOTERS AND PROMOTER GROUP	341
DIVIDEND POLICY	348
SECTION V: FINANCIAL INFORMATION	349
RESTATED CONSOLIDATED FINANCIAL INFORMATION.....	349
OTHER FINANCIAL INFORMATION	434
FINANCIAL INDEBTEDNESS	437
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	440
CAPITALISATION STATEMENT	462
SECTION VI: LEGAL AND OTHER INFORMATION	463
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	463
GOVERNMENT AND OTHER APPROVALS	472
SECTION VII: OUR GROUP COMPANIES	475
SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES	478
SECTION VII: OFFER INFORMATION	496
TERMS OF THE OFFER	496
OFFER STRUCTURE	502
OFFER PROCEDURE	506
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES.....	526
SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION	528
SECTION IX: OTHER INFORMATION	545
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	545
DECLARATION	548

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meanings as provided below. References to any legislation, act, regulation, rules, guidelines, notifications, clarifications or policies or articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association as amended, updated, supplemented, re-enacted or modified from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meanings ascribed to such terms under the SEBI ICDR Regulations, SEBI Listing Regulations, the SEBI Act, the Companies Act, the SCRA, the Depositories Act and the rules and regulations notified thereunder.

Notwithstanding the foregoing, the terms used in “Objects of the Offer”, “Basis for Offer Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “History and Certain Corporate Matters”, “Restated Consolidated Financial Information”, “Financial Indebtedness”, “Outstanding Litigation and Material Developments”, “Government and other Approvals”, “Other Regulatory and Statutory Disclosures” and “Description of Equity Shares and Terms of the Articles Of Association” beginning on pages 108, 138, 148, 157, 308, 314, 349, 437, 463, 472, 478 and 528, respectively, shall have the meanings ascribed to them in the relevant section.

Conventional and General Terms

Term	Description
“SISL”, “our Company”, “the Company” or “the Issuer”	Sify Infinit Spaces Limited, a public limited company incorporated under the Companies Act, 2013 with its registered and corporate office at 2 nd Floor, TIDEL Park No 4, Rajiv Gandhi Salai, Taramani, Chennai, Tamil Nadu, India, 600113, unless the context otherwise records.
“we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company and our Associate as at and during the relevant Fiscal Year or period, as applicable.

Company and Selling Shareholder Related Terms

Term	Description
1Lattice	Lattice Technologies Private Limited
1Lattice and C&W Report	The report titled “ <i>Data Center Industry Report</i> ” dated October 16, 2025, jointly prepared by 1Lattice and C&W appointed by our Company pursuant to engagement letters dated March 25, 2025 and May 13, 2025, respectively, commissioned and paid for by our Company. The 1Lattice and C&W Report is available on the website of our Company at www.sifyinfinitspaces.com/ipo and has also been included in “ <i>Material Contracts and Documents for Inspection – Material Documents</i> ” on page 545.
“Articles of Association” or “AoA” or “Articles”	Articles of association of our Company, as amended from time to time.
“Associates”	Our associate companies, namely SKVR Software Solution Private Limited, Tasoula Energy Private Limited, Sarayu CleanGen Private Limited and VEH Srishti Energy Private Limited, as disclosed in “ <i>History and Certain Corporate Matters – Our Associate Companies</i> ” on page 318. Tasoula Energy Private Limited, Sarayu CleanGen Private Limited and VEH Srishti Energy Private Limited are considered as associate companies, under the Companies Act, 2013 but are not considered as associate companies for the purpose of consolidation in our Restated Consolidated Financial Information, in terms of the applicable accounting standards.
Audit Committee	The audit committee of our Board, as described in “ <i>Our Management - Committees of our Board – Audit Committee</i> ” on page 331.
“Board” or “Board of Directors”	The board of directors of our Company. For details, see “ <i>Our Management – Our Board</i> ” on page 325.
“C&W” or “Cushman & Wakefield”	Cushman and Wakefield (India) Private Limited
CCD(s)	Collectively, Series 1 CCDs, Series 2 CCDs, Series 4 CCDs and Series 5 CCDs and STL CCDs.
“CCPS” or “Preference Shares”	Compulsorily convertible preference shares of face value ₹ 10 each
“Chief Financial Officer” or “CFO”	Chief financial officer of our Company, namely, Ganesh Sankararaman. For details, see “ <i>Our Management – Key Managerial Personnel and members of our Senior Management</i> ” on page 339.
Committee(s)	Duly constituted committee(s) of our Board of Directors as described in “ <i>Our Management - Committees of our Board</i> ” on page 331.
Corporate Promoters	Corporate promoters of our Company, being STL, RCICPL and RVIPL
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely, Poornasandar D J. For details, see “ <i>Our Management – Key Managerial Personnel and members of our Senior Management</i> ” on page 339.

Term	Description
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in “ <i>Our Management - Committees of our Board – Corporate Social Responsibility Committee</i> ” on page 335.
Director(s)	Director(s) on our Board, as appointed from time to time. For further details see “ <i>Our Management – Our Board</i> ” on page 325.
Dividend Policy	Dividend distribution policy approved and adopted by our Board on September 25, 2025.
DSA(s)	KDCF DSA, KSSF DSA and STL DSAs. For details, see “ <i>History and Certain Corporate Matters – Shareholders’ agreements and other agreements – Debenture Subscription Agreements</i> ” on page 322.
Equity Shares	Unless otherwise stated, equity shares of face value of ₹ 10 each of our Company.
ESOP 2025	‘Sify Infit Employee Stock Option Plan 2025’. For details, see “ <i>Capital Structure – Employee Stock option Scheme of our Company</i> ” on page 107.
Group Companies	The group companies of our Company in accordance with Regulation 2(1)(t) of SEBI ICDR Regulations as described in “ <i>Our Group Companies</i> ” beginning on page 475.
“Holding Company” or “Hold Co” or “STL”	Sify Technologies Limited
Independent Chartered Engineer	Vignesh Madhavan, independent chartered engineer.
Independent Director(s)	The independent directors of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations, as described in “ <i>Our Management – Our Board</i> ” on page 325.
Individual Promoters	Individual promoters of our Company, being Vegesna Ananta Koti Raju, and Vegesna Bala Saraswathi.
IPO Committee	The IPO committee of our Board comprising of Arun Seth and Chintaluri Venkata Rajeswara Rao
KAAML	Kotak Alternate Asset Managers Limited
KDCF	Kotak Data Center Fund
KDCF DSA	The debenture subscription agreement dated July 20, 2023 by and amongst our Company, STL and KDCF as amended by KDCF WCA. For details, see “ <i>History and Certain Corporate Matters – Shareholders’ agreements and other agreements – Debenture Subscription Agreements</i> ” on page 322.
KDCF WCA	Waiver cum amendment agreement dated September 25, 2025 to the KDCF DSA.
“Key Managerial Personnel” or “KMP”	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as described in “ <i>Our Management - Key Managerial Personnel</i> ” on page 339.
KSSF	Kotak Special Situations Fund
KSSF DSA	The debenture subscription agreement read with the put option agreement, each dated November 1, 2021, entered into between our Company, STL and KSSF as amended by KSSF WCA. For details, see “ <i>History and Certain Corporate Matters – Shareholders’ agreements and other agreements – Debenture Subscription Agreements</i> ” on page 322.
KSSF WCA	Waiver cum amendment agreement dated September 25, 2025 to the KSSF DSA.
“Memorandum of Association” or “MoA”	The memorandum of association of our Company, as amended from time to time.
NCD	8.95% senior, rated, listed, taxable, redeemable Non-Convertible Debentures issued on September 30, 2024 and listed on October 4, 2024.
NCRPS	Non-convertible redeemable preference shares of face value ₹ 10 each
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in “ <i>Our Management - Committees of our Board - Nomination and Remuneration Committee</i> ” on page 333.
Non-Executive Director	The non-executive director(s) of our Company, namely Vegesna Ananta Koti Raju, Vegesna Bala Saraswathi, Arun Seth, Padmaja Chunduru, Ram Sewak Sharma, Mark Evan Adams and Thomas Michael Bradicich. For further details, see “ <i>Our Management – Our Board</i> ” on page 325.
Patel Auto	Patel Auto Engineering Company (India) Private Limited
Patel Auto Scheme	The scheme of amalgamation between Patel Auto and our Company and their respective shareholders and creditors, sanctioned by the National Company Law Tribunal, Division Bench – I at Chennai through its order dated January 9, 2025.
Print House	Print House (India) Private Limited
Print House Scheme	The scheme of amalgamation between Print House and our Company and their respective shareholders and creditors, sanctioned by the National Company Law Tribunal, Division Bench – II at Chennai through its order dated July 10, 2023.
Project Reports	Collectively, Data Center Project Technical Report Chennai 02 dated October 16, 2025 and the Data Center Project Technical Report T11& T12 Navi Mumbai dated October 16, 2025, issued by Vignesh Madhavan, Independent Chartered Engineer
Promoters	Our Corporate Promoters and Individual Promoters
Promoter Group	Individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in “ <i>Our Promoters and Promoter Group – Promoter Group</i> ” on page 345.
RCICPL	Ramanand Core Investment Company Private Limited
“Registered Office” or “Registered and Corporate Office”	2 nd Floor, TIDEL Park No 4, Rajiv Gandhi Salai, Taramani, Chennai, Tamil Nadu, India, 600 113
“Registrar of Companies” or “RoC”	The Registrar of Companies, Tamil Nadu at Chennai.

Term	Description
Restated Consolidated Financial Information	Restated consolidated financial information of our Company and SKVR, its Associate, comprising the restated consolidated statement of assets and liabilities as at June 30, 2025 and as at March 31, 2025, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows for the three month period ended June 30, 2025 and for the year ended March 31, 2025, the summary of material accounting policies, and other explanatory information, and the restated standalone statement of assets and liabilities as at March 31, 2024 and 2023, the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity, the restated standalone statement of cash flows for the years ended March 31, 2024 and 2023, prepared in accordance with Ind AS and as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, 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 from time to time.
Risk Management Committee	The risk management committee of our Board as described in " <i>Our Management – Committees of our Board – Risk Management Committee</i> " on page 336.
RVIPL	Raju Vegesna Infotech & Industries Private Limited
SDSL	Sify Digital Services Limited
"Selling Shareholders" or "Investor Selling Shareholders"	KDCF and KSSF.
"Senior Management" or "SMP"	Members of senior management of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in " <i>Our Management – Members of our Senior Management</i> " on page 339.
Series 1 CCDs	Compulsorily convertible debentures – series 1 of face value of ₹100 each of our Company
Series 2 CCDs	Compulsorily convertible debentures – series 2 of face value of ₹100 each of our Company
Series 4 CCDs	Compulsorily convertible debentures – series 4 of face value of ₹100 each of our Company
Series 5 CCDs	Compulsorily convertible debentures – series 5 of face value of ₹100 each of our Company
Shareholder(s)	The holders of Equity Shares of our Company from time to time.
Sify Brand Licensing Agreement	The permitted user agreement, dated February 1, 2021, between the Company and STL. For details see, " <i>History and Certain Corporate Matters - Business Transfer Agreement dated January 28, 2021 executed between our Company and STL</i> " on page 321.
Stakeholders Relationship Committee	The stakeholders relationship committee of our Board as described in " <i>Our Management - Committees of our Board – Stakeholders Relationship Committee</i> " on page 334.
"Statutory Auditors" or "Auditors"	Manohar Chowdhry & Associates, Chartered Accountants.
STL CCDs	Compulsorily convertible debentures of face value of ₹100 each of our Company.
STL DSAs	Debenture subscription agreements dated March 29, 2022, October 27, 2022, March 30, 2023, and August 4, 2025, entered into between our Company and STL. For details, see " <i>History and Certain Corporate Matters – Shareholders' agreements and other agreements – Debenture Subscription Agreements</i> " on page 322.
Whole-time Director(s)	The whole-time director of our Company, namely Chintaluri Venkata Rajeswara Rao. For further details, see " <i>Our Management – Our Board</i> " on page 325.

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹100.00 million.
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the BRLMs, during the Anchor Investor Bid/Offer Date.
Anchor Investor Application Form	Application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus and Prospectus.

Term	Description
“Anchor Investor Bidding Date” or “Anchor Investor Bid/ Offer Date”	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Date, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
“Application Supported by Blocked Amount” or “ASBA”	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked by the SCSB upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	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 Bidders which is blocked upon acceptance of a UPI Mandate Request in relation to a Bid made by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Bankers to the Offer	Collectively, Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor Bank(s) and Refund Bank(s), as the case may be.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in “Offer Procedure” beginning on page 506.
Bid(s)	Indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Date by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	In relation to each Bid, the highest value of 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 Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid Amount shall be Cap Price (net of Employee Discount, if any), multiplied by the number of Equity Shares Bid by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any).
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] equity shares of face value of ₹ 10 each and in multiples of [●] equity shares of face value of ₹ 10 each thereafter.
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located), each with wide circulation.

Term	Description
	Our Company and Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a public notice, and also by notifying on the websites of the BRLMs and at the terminals of the Syndicate Members and communicating to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	<p>Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located), each with wide circulation.</p> <p>In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.</p>
Bid/ Offer Period	<p>Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.</p> <p>In case of force majeure, banking strike or similar unforeseen circumstances, the Bid/Offer Period may, for reasons that will be recorded in writing, be extended for a minimum period of one working days, subject to the total Bid/Offer Period not exceeding ten Working Days.</p>
“Bidder” or “Applicant”	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
“Book Running Lead Managers” or “BRLMs”	<p>Book running lead managers to the Offer, namely, JM Financial Limited, CLSA India Private Limited, J.P. Morgan India Private Limited, Kotak Mahindra Capital Company Limited[#] and Morgan Stanley India Company Private Limited</p> <p>[#] KSSF and KDCF, who are proposing to participate in the Offer for Sale as Selling Shareholders, are managed by KAAML. KSSF, KDCF and KAAML are associates of Kotak Mahindra Capital Company Limited in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, Kotak Mahindra Capital Company Limited will only be involved in the marketing of the Offer. Kotak Mahindra Capital Company Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.</p>
Broker Centres	<p>Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker.</p> <p>The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).</p>
“CAN” or “Confirmation of Allocation Note”	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Date.
Cap Price	Higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.
“Cash Escrow and Sponsor Banks Agreement”	The cash escrow and sponsor banks agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Bankers to the Offer, the Syndicate Member(s) and Registrar to the Offer for, inter alia, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refund of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars.
CLSA	CLSA India Private Limited

Term	Description
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialised account.
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and other applicable circulars issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time.
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders including the Bidders’ address, name of the Bidders’ father/husband, investor status, occupation, bank account details, PAN and UPI ID, wherever applicable.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring 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 Offer.
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account and HNIs bidding with an application size of up to ₹ 0.50 million (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and Non-Institutional Bidders (not using the UPI mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
“Draft Red Herring Prospectus” or “DRHP”	This draft red herring prospectus dated October 16, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
Eligible Employees	Permanent employees of our Company or our Corporate Promoters working in India or outside India (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or our Corporate Promoters until the submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form; and a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company.

Term	Description
	The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any).
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of the applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby.
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA NDI Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
Employee Discount	Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees which shall be announced at least two Working Days prior to the Bid / Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares aggregating up to ₹[●] million, available for allocation to Eligible Employees, on a proportionate basis.
Escrow Account(s)	The ‘no-lien’ and ‘non-interest bearing’ account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding ASBA Bidders) will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●].
“First Bidder” or “Sole Bidder”	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, subject to any revision(s) thereto, not being less than the face value of the Equity Shares of face value of ₹10 each, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI and as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fresh Issue	Fresh issue of up to [●] equity shares of face value of ₹10 each aggregating up to ₹ 25,000.00 million by our Company. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹5,000.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus. Further, details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchanges within 24 hours of such transactions, in accordance with Regulation 54 of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
“General Information Document” or “GID”	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers.
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company.
JM Financial	JM Financial Limited
J.P. Morgan	J.P. Morgan India Private Limited
Kotak	Kotak Mahindra Capital Company Limited

Term	Description
Materiality Policy	The policy adopted by our Board in its meeting dated October 14, 2025 for determining identification of ‘group companies’, material outstanding civil litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations.
Monitoring Agency	[●], being a credit rating agency registered with SEBI.
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency.
Morgan Stanley	Morgan Stanley India Company Private Limited
Mutual Fund Portion	Up to 5% of the Net QIB Portion or [●] equity shares of face value of ₹10 each which shall be available for allocation only to Mutual Funds on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Fund(s)	Mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Net Offer	The Offer, less the Employee Reservation Portion.
Net Proceeds	The proceeds of the Fresh Issue less our Company’s share of the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see “ <i>Objects of the Offer</i> ” beginning on page 108.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
“Non-Institutional Bidders” or “NIBs”	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	<p>The portion of the Offer being not less than 15% of the Offer comprising [●] equity shares of face value of ₹ 10 each which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, in the following manner:</p> <ul style="list-style-type: none"> • One-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and • Two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million. <p>Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Bidders.</p>
“Non-Resident Indians” or “NRI(s)”	A non-resident Indian as defined under the FEMA NDI Rules.
Offer	<p>The initial public offer of up to [●] equity shares of face value of ₹10 each for cash consideration at a price of ₹[●] each, aggregating up to ₹ 37,000.00 million comprising the Fresh Issue and the Offer for Sale.</p> <p>Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹5,000.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus. Further, details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchanges within 24 hours of such transactions, in accordance with Regulation 54 of the SEBI ICDR Regulations. For further information, see “<i>The Offer</i>” beginning on page 79.</p>
Offer Agreement	The offer agreement dated October 16, 2025 entered into amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed upon in relation to the Offer.
Offer for Sale	Offer for Sale of up to [●] equity shares of face value of ₹10 each aggregating up to ₹12,000.00 million by the Selling Shareholders, consisting of up to [●] equity shares of face value of ₹10 each aggregating up to ₹6,430.00 million by KDCF and up to [●] equity shares of face value of ₹10 each aggregating up to ₹5,570.00 million by KSSF .
Offer Price	<p>The final price at which Equity Shares will be Allotted to successful ASBA Bidders (except for the Anchor Investors) in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus.</p> <p>The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.</p>

Term	Description
	A discount of up to [●] % on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be determined by our Company in consultation with the BRLMs
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale (net of their respective portion of Offer-related expenses and relevant taxes thereon) which shall be available to each of the Selling Shareholders in proportion to the respective portion of Offered Shares of each such Selling Shareholder. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” beginning on page 108.
Offered Shares	Up to [●] equity shares of face value of ₹10 each aggregating to ₹12,000.00 million offered by the Selling Shareholders in the Offer for Sale.
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a further issue of specified securities, aggregating to ₹ 5,000.00 million, as may be permitted under applicable law, at its discretion, in one or more tranches, prior to filing of the Red Herring Prospectus. (“ Pre-IPO Placement ”) The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus. Further, details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchanges within 24 hours of such transactions, in accordance with Regulation 54 of the SEBI ICDR Regulations.
Price Band	<p>Price band of a minimum price of ₹[●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹[●] per Equity Share (i.e., the Cap Price) including any revisions thereof.</p> <p>The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located), each with wide circulation.</p>
Pricing Date	The date on which our Company, in consultation with the BRLMs will finalise the Offer Price.
Prospectus	Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The ‘no-lien’ and ‘non-interest bearing’ account to be opened with the Public Offer Account Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts maintained with the SCSBs on the Designated Date.
Public Offer Account Bank(s)	A bank which is a clearing member and which is registered with SEBI as a banker to an issue and with which the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●].
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer consisting of [●] equity shares of face value of ₹10 each which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price.
“Qualified Institutional Buyers” or “QIBs” or “QIB Bidders”	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
“Red Herring Prospectus” or “RHP”	Red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account(s)	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 to the Bidders shall be made.
Refund Bank(s)	Banker(s) to the Offer and with whom the Refund Account will be opened, in this case being [●].
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI.

Term	Description
Registrar Agreement	The registrar agreement dated October 16, 2025 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
“Registrar and Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations, in terms of the SEBI RTA Master Circular, as per the list available on the websites of the Stock Exchanges at www.nseindia.com and BSE at www.bseindia.com , and the UPI Circulars.
“Registrar to the Offer” or “Registrar”	KFin Technologies Limited
“Retail Individual Bidder(s)” or “RIB(s)”	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs).
Resident Indian	A person resident in India, as defined under FEMA
Retail Portion	Portion of the Offer being not less than 35% of the Offer consisting of [●] equity shares of face value of ₹10 each which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price).
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date.
SCORES	SEBI complaints redress system, a centralized web-based complaints redressal system launched by SEBI.
“Self-Certified Syndicate Bank(s)” or “SCSB(s)”	The banks registered with SEBI, which offer the facility of ASBA services: (i) in relation to ASBA (other than through UPI Mechanism), where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time; and (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. In relation to Bids (other than Bids by Anchor Investor) 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 Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://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 Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI Mechanism is appearing in the “list of mobile applications for using UPI in public issues” displayed on SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 . This list is updated on SEBI website, from time to time.
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●].
Share Escrow Agreement	The share escrow agreement to be entered into amongst our Company, the Selling Shareholders, and the Share Escrow Agent in connection with the transfer of the respective portion of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with Basis of Allotment.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time.
Sponsor Banks	[●] and [●], being the Bankers to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/or payment instructions of the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars.
Sub Syndicate	The sub syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
“Syndicate” or “Members of the Syndicate”	Collectively, the BRLMs and the Syndicate Members.
Syndicate Agreement	The syndicate agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar, in relation to collection of Bids by the Syndicate.
Syndicate Member(s)	Intermediaries (other than BRLMs) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, [●].

Term	Description
Underwriters	[●]
Underwriting Agreement	The underwriting agreement to be entered into amongst our Company, the Selling Shareholders, and the Underwriters on or after the Pricing Date, but prior to filing of the Prospectus with the RoC.
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders Bidding in the Retail Portion; and (ii) Non-Institutional Bidders with an application size of up to ₹0.50 million, Bidding in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI Mechanism 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).
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (to the extent such circular is not rescinded by the SEBI RTA Master Circular, as applicable to RTA), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular along with circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803- 40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI and the Stock Exchanges in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI 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 Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Offer.
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI.

Technical, Industry and Business-Related Terms or Abbreviations

Term	Description
AAEC	Appreciable adverse effect on competition
AAI	Airport Authority of India
AI	Artificial intelligence
Airoli Data Center	Our data center located in Airoli, Mumbai
APAC	Asia-Pacific
ASM	Additional surveillance measures
Bengaluru Data Center	Our data center located in Bengaluru
BFSI	Banking, financial services and insurance
BMS	Building management system
CAPEX	Capital expenditure
CCOE	Chief Controller of Explosives Department
CCTV	Closed-circuit television
CDN	Content delivery network
CEA	Central Electricity Authority
CEIG	Chief Electrical Inspector to the Government
CERT-In	Indian Computer Emergency Response Team
Civil Code	Code of Civil Procedure
Chennai 01 Data Center	Our data center located in TIDEL Park, Chennai
Chennai 02 Data Center	Our data center located in Siruseri, Chennai

Term	Description
CLS	Cable landing station
Competition Act	Competition Act, 2002
Competition Amendment Act	Competition (Amendment) Act, 2023
CPCB	Central Pollution Control Board
CPUs	Central processing units
CRAC	Computer room air conditioning
CRAH	Computer room air handler
CSR	Corporate social responsibility
CUE	Carbon usage effectiveness
DCIS	Data Center Incentivization Scheme
DCLC	Direct contact liquid cooling
DDoS	Distributed Denial of Service
DDT	Dividend Distribution Tax
DGX	Deep Graphic Processing Unit Xceleration
DIC	Directory of Industry
DISCOMs	Distribution companies
DoT	Department of Telecommunications
DPDP Act	Digital Personal Data Protection Act, 2023
DPU	Data processing units
DRaaS	Disaster recovery as a service
EDCs	Edge data centers
EMEA	Europe, Middle East and Africa
Enterprise	Diverse businesses and organizations, not Hyperscalers, that are client of the Company
ESG	Environmental, social and governance
FATCA	U.S. Foreign Account Tax Compliance Act of 2010
FCTR	Foreign currency translation reserve
FVTOCI	Financial assets at fair value through other comprehensive income
FVTPL	Fair value through profit or loss
GB	Gigabyte
GDP	Gross domestic product
GoI	Government of India
GPU	Graphics processing unit
GSM	Graded surveillance measures
GST	Goods and services tax
GTM	Go-to-market
GW	Gigawatt
HACA	Hot/cold Aisle Containment
HCI	Hyperconverged system
HPAA	Health Insurance Portability and Accountability Act
HPC	High-performance computing
HSE	Health, safety and environment
HT	High tension
HVAC	Heating, ventilation and air conditioning
Hyderabad Data Center	Our data center located in Hyderabad
Hyperscaler	Large cloud service providers
ICT	Information communication technology
IDPS	Intrusion detection/prevention systems
IGBC	India Green Building Council
ILD	International Long Distance
IMF	International Monetary Fund
Ind AS	Indian Accounting Standards
IoT	Internet of things
IRR	Internal rate of return
ISPs	Internet service providers
km	Kilometer
Kolkata Data Center	Our data center located in Kolkata
kW	Kilowatt
kWh	Kilowatt hour
Labour Codes	Collectively, the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019
LEED	Leadership in Energy and Environmental Design
LIC	Liquid immersion cooling

Term	Description
LLMs	Large language models
MFA	Multi-Factor Authentication
ML	Machine learning
MW	Megawatt
MWh	Megawatt hour
NDCP	National Digital Communications Policy
NLD Service	National Long Distance Service
NOC	No objection certificate
Noida 01 Data Center	Our data center located in Noida, Uttar Pradesh.
Noida 02 Data Center	Our data center located in Noida, Uttar Pradesh, scalable to three towers
OCI	Other comprehensive income
OCLS	Open cable landing station
OEM	Original equipment manufacturer
OPEX	Operational expenditure
OTT	Over-the-top
PCI DSS	Payment Card Industry Data Security Standard
PDU	Power distribution units
PESO	Petroleum and Explosives Safety Organization
PFIC	Passive foreign investment company
POD	Performance-optimized design
PPA	Power purchase agreement
PUE	Power usage effectiveness
PWD	Public Works Department
Rabale Data Center	Our data center campus located in Rabale, Mumbai
RECs	Renewable energy certificates
RFS	Ready for service
ROCE	Return on capital employed
RoW	Right of way
SaaS	Software as a service
SASE	Secure access service edge
SDI	Software-defined infrastructure
SLA	Service level agreement
SMRs	Small modular reactors
TIA	Telecommunications Industry Association
TRAI	Telecom Regulatory Authority of India
UPS	Uninterrupted power supply
Vashi Data Center	Our data center located in Vashi, Mumbai
WEF	World Economic Forum
WUE	Water usage effectiveness

Conventional and General Terms or Abbreviations

Term	Description
“₹” or “Rs.” Or “Rupees” or “INR”	Indian Rupees
ADR	American Depository Receipts
ADS	American Depository Shares
AIFs	Alternative Investments Funds, as defined in, and registered under the SEBI AIF Regulations
AGM	Annual general meeting
API	Application Programming Interface
BSE	BSE Limited
CAGR	Compound annual growth rate
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Companies Act, 1956	The erstwhile Companies Act, 1956, along with the relevant rules, regulations, clarifications and modifications made thereunder

Term	Description
“Companies Act” or “Companies Act, 2013”	Companies Act, 2013, along with the relevant rules, regulations, clarifications and modifications made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
DP ID	Depository Participant’s Identification
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EGM	Extraordinary general meeting
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
“Financial Year” or “Fiscal” or “Fiscal Year” or “FY”	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First Information Report
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards, as issued by the International Accounting Standards Board
Income Tax Act	The Income-tax Act, 1961
“Ind AS” or “Indian Accounting Standards”	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
“Indian GAAP” or “IGAAP”	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006 and the Companies (Accounts) Rules, 2014
Ind AS 24	Indian Accounting Standard 24- Related Party Disclosures
Ind AS 37	Indian Accounting Standard 37- Provisions, Contingent Liabilities and Contingent Assets
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act	The Information Technology Act, 2000, as amended
KPI(s)	Key Performance Indicator(s)
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
MIDC	Maharashtra Industrial Development Corporation
“Mn” or “M”	Million
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
N/A	Not applicable
NACH	National Automated Clearing House
NASSCOM	National Association of Software and Service Companies
NBFC	Non-Banking Financial Companies
NCD	Non-convertible debentures
NEFT	National Electronic Fund Transfer
NI Act	Negotiable Instruments Act, 1881, as amended
NPCI	National Payments Corporation of India
NRE	Non- Resident External
NRI	A non-resident Indian as defined under the FEMA NDI Rules
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
“OCB” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.

Term	Description
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
PAT	Profit after tax/ profit for the year
PBT	Profit before tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
ROU	Right of Use
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, 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
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI RTA Master Circular	The SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated June 23, 2025.
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SME	Small and Medium Enterprises
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
“Systemically Important NBFC” or “NBFC-SI”	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
“U.K.” or “UK”	United Kingdom
“U.S.” or “USA” or “United States”	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States
U.S. SEC	Securities and Exchange Commission of the United States of America
U.S. QIBs	“qualified institutional buyers”, as defined in Rule 144A
U.S. Securities Act	U.S. Securities Act of 1933, as amended
“USD” or “US\$” or “\$”	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
“Year” or “calendar year”	Unless the context otherwise requires, shall mean the 12 month period ending December 31

Key Performance Indicators (“KPIs”)

KPI	Description
Revenue from Operations	Revenue from operations represents colocation services which includes lease rentals, power, cross-connects, etc. and excludes other income like interest income and one-time gains.
Count of Cities Present In	Number of cities where Company has data center operations
“Earnings Before Interest Tax Depreciation and Amortization” or “EBITDA”	EBITDA is calculated as earnings before interest expense, taxes, depreciation and amortisation less other income.
EBITDA Margin	EBITDA Margin is computed as percentage of EBITDA divided by Revenue from operations for the respective Fiscal/period.

KPI	Description
Long Term Debt to Equity	Long Term Debt to Equity is computed as Long-Term Debt divided by Net Worth of the relevant period/Fiscal.
Net Debt	Net Debt is computed as total debt including short term debt, long term debt and lease liabilities minus cash and cash equivalents.
Net Debt to EBITDA	Net Debt to EBITDA is computed as Net Debt which is total debt including short term debt, long-term debt and lease liabilities minus cash and cash equivalents divided by EBITDA.
Number of Data Centers Built	Count of data centers which are operational
Profit After Tax (“PAT”)	PAT refers to restated profit for the year as disclosed in our Restated Consolidated Financial Statements.
PAT Margin	PAT Margin refers to restated profit for the year divided by Revenue from operations as disclosed in our Restated Consolidated Financial Statements for the respective period/Fiscal.
Profit Before Tax (“PBT”)	Profit before tax refers to restated profit before tax as disclosed in our Restated Consolidated Financial Statements.
PBT Margin	PBT Margin is computed as restated profit before tax divided by Revenue from operations as disclosed in our Restated Consolidated Financial Statements for the respective period/Fiscal.
Revenue Growth	Revenue growth (%) is calculated as a percentage of Revenue of the relevant period / year minus Revenue of the preceding period/year, divided by Revenue of the preceding period/ year.
Total Built Capacity	Total available power capacity that can be sold to customers during the year / period.
Total Operational Capacity	Total Operational Capacity refers to the contracted load or committed IT power sold to customers during the year / period.

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant for prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including in “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Consolidated Financial Information”, “Offer Procedure”, “Outstanding Litigation and Material Developments” and “Description of Equity Shares and Terms of the Articles Of Association” beginning on pages 35, 79, 93, 108, 157, 276, 341, 349, 506, 463 and 528, respectively.

Summary of the primary business of our Company

We are one of the leading providers of data center colocation services in India, in terms of built information technology (“IT”) power capacity, as of March 31, 2025, according to the 1Lattice and C&W Report. We have 14 colocation data center facilities across 6 cities in India, as of June 30, 2025, with the first data center having started operations in the year 2000. Our data centers are strategically located in key demand pockets, namely Mumbai, Chennai, Noida and Hyderabad, according to the 1Lattice and C&W Report. As of June 30, 2025, we had a built IT power capacity of 188.04 megawatt (“MW”) across these facilities.

For further information, see “Our Business” beginning on page 276.

Summary of the industry in which our Company operates

A data center is a specialized facility designed to house computing, storage, and networking equipment. It serves as the physical foundation for digital services, enabling the storage, processing, and transmission of vast volumes of data. India’s data center demand is rapidly increasing, projected to grow at a CAGR of 30.1-35.1% (in IT MW terms) during Fiscal 2025-2030, reflecting the critical role data centers play in the country’s digital transformation.

For further information, see “Industry Overview” beginning on page 157.

Our Promoters

Our Promoters are STL, Vegesna Ananta Koti Raju, Vegesna Bala Saraswathi, RCICPL and RVIPL. For further information, see “Our Promoters and Promoter Group” beginning on page 341.

Offer size

The following table summarizes the details of the Offer size:

Offer of Equity Shares ⁽¹⁾⁽²⁾⁽³⁾	Up to [●] equity shares of face value of ₹10 each for cash at price of ₹[●] per Equity Share of face value of ₹10 each (including a premium of [●] per Equity Share) aggregating up to ₹ 37,000.00 million.
of which:	
(i) Fresh Issue ^{(1)(3) (4)}	Up to [●] equity shares of face value of ₹10 each aggregating up to ₹ 25,000.00 million
(ii) Offer for Sale ⁽²⁾	Up to [●] equity shares of face value of ₹10 each aggregating up to ₹ 12,000.00 million
The Offer comprises:	
Employee Reservation Portion ⁽⁵⁾	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million

⁽¹⁾ The Offer has been authorized by a resolution dated September 25, 2025 passed by our Board and the Fresh Issue has been authorised by the Shareholders pursuant to a special resolution dated September 26, 2025.

⁽²⁾ Our Board has taken on record the consent for the Offer for Sale by each of the Selling Shareholders, to severally and not jointly, participate in the Offer for Sale, pursuant to its resolution dated October 14, 2025. Each of the Selling Shareholders have severally and not jointly confirmed that its respective portion of the Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are eligible for being offered for sale, in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders have, severally and not jointly, authorised its participation in the Offer for Sale to its respective portion of the Offered Shares pursuant to their respective consent letters as set out below:

Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of authorization letter	Date of consent letter
KDCF	Up to ₹ 6,430.00 million	Up to [●] equity shares of face value of ₹ 10 each	September 29, 2025	October 14, 2025
KSSF	Up to ₹ 5,570.00 million	Up to [●] equity shares of face value of ₹ 10 each	September 29, 2025	October 14, 2025

⁽³⁾ All Offered Shares of the Selling Shareholders include Equity Shares that will be issued upon conversion of all outstanding CCDs prior to the filing of the Red Herring Prospectus. For further details, see “The Offer” and “Capital Structure” beginning on pages 79 and 93.

⁽⁴⁾ Our Company, in consultation with the BRLMs, may consider an issue of specified securities aggregating up to ₹ 5,000.00 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be

decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

- (5) Subject to valid bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange, subject to applicable laws. The Employee Reservation Portion shall not exceed 5% of the post-Offer paid up Equity Share capital and the value of Allotment to any Eligible Employee shall not exceed ₹ 0.20 million (net of Employee Discount, if any). Provided that, in the event of under-subscription in the Employee Reservation Portion post the initial allotment, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). For further details, see “Offer Procedure” and “Offer Structure” beginning on pages beginning on pages 506 and 502.

The Offer and Net Offer shall constitute [●]% and [●]%, respectively, of the post Offer paid-up Equity Share capital of our Company. For further details, see “The Offer” and “Offer Structure” beginning on pages 79 and 502, respectively.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

Particulars	Amount (in ₹ million) ⁽¹⁾
Part funding of capital expenditure requirements towards completion of tower B of data center in Siruseri, Chennai	4,650.00
Part funding of capital expenditure requirements for setting up of towers 11 and 12 of Rabale Data Center	8,600.00
Repayment/ prepayment, in full or in part, of certain borrowings availed by our Company	6,000.00
General corporate purposes ⁽²⁾	[●] ⁽²⁾
Total⁽³⁾	[●]

⁽¹⁾ Our Company, in consultation with the BRLMs, may consider an issue of specified securities aggregating up to ₹5,000.00 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

⁽²⁾ The amount to be utilised for general corporate purposes will not exceed 25% of the Gross Proceeds.

⁽³⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

For further details, see “Objects of the Offer” beginning on page 108.

Aggregate pre-Offer and post-Offer shareholding of our Promoters, the Promoter Group, and Selling Shareholders

As on the date of this Draft Red Herring Prospectus, the aggregate pre-Offer and post-Offer shareholding and percentage of the pre-Offer and post-Offer paid-up Equity Share capital of each of our Promoters, members of the Promoter Group and the Selling Shareholders is set out below:

(Remainder of this page has intentionally been left blank)

Name	Pre-Offer					Post-Offer*	
	Number of Equity Shares	Number of Preference Shares	Number of CCDs	Number of Equity Shares of face value ₹ 10 each (on a fully diluted basis)#	Percentage of pre-Offer paid-up Equity Share Capital (on a fully diluted basis)# (%)	Number of Equity Shares	Percentage of post-Offer paid-up Equity Share capital (%)
Promoters							
STL [^]	510,131,127	50,000,000	24,750,000	534,182,589	88.45	[●]	[●]
Vegesna Ananta Koti Raju	Nil	Nil	Nil	Nil	Nil	[●]	[●]
Vegesna Bala Saraswathi	Nil	Nil	Nil	Nil	Nil	[●]	[●]
RCICPL	Nil	Nil	Nil	Nil	Nil	[●]	[●]
RVIPL	Nil	Nil	Nil	Nil	Nil	[●]	[●]
Total (A)	510,131,127	50,000,000	24,750,000	534,182,589	88.45		
Promoter Group							
Nil							
Selling Shareholders							
KDCF	Nil	Nil	60,000,000	37,386,997	6.19	[●]	[●]
KSSF	Nil	Nil	40,000,000	32,380,709	5.36	[●]	[●]
Total (B)			100,000,000	69,767,706	11.55	[●]	[●]
Total (A+B)	510,131,127	50,000,000	124,750,000	603,950,295	100.00	[●]	[●]

Subject to completion of the Offer and finalization of the Allotment.

Assuming conversion of all outstanding Preference Shares and CCDs. As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure – History of Preference Shares of the Company" and "Capital Structure – History of compulsorily convertible debentures of the Company" each on page 96.

[^] Includes one Equity Share each held by eight nominee shareholders on behalf of STL.

For further details of the Offer, see "Capital Structure" beginning on page 93.

Pre-Offer shareholding as on the date of the Price Band advertisement and post-Offer shareholding as at Allotment for Promoters, members of our Promoter Group and the additional top 10 Shareholders of the Company

The pre-Offer shareholding of our Promoters, members of our Promoter Group and the additional top 10 Shareholders as on the date of the Price Band advertisement and as at the date of Allotment is set forth below:

S. No.	Pre-Offer shareholding as at the date of Price Band advertisement			Post-Offer shareholding as at the date of Allotment [^] &			
	Name of the shareholder	Number of Equity Shares*	Shareholding (in %)*	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares ⁽¹⁾	Shareholding (in %)*	Number of Equity Shares*	Shareholding (in %)*
Promoters							
1.	STL	[●]	[●]	[●]	[●]	[●]	[●]
2.	Vegesna Ananta Koti Raju	[●]	[●]	[●]	[●]	[●]	[●]
3.	Vegesna Bala Saraswathi	[●]	[●]	[●]	[●]	[●]	[●]
4.	RCICPL	[●]	[●]	[●]	[●]	[●]	[●]
5.	RVIPL	[●]	[●]	[●]	[●]	[●]	[●]
Additional top 10 Shareholders*							
6.	[●]	[●]	[●]	[●]	[●]	[●]	[●]

* To be updated in the Prospectus.

[^] Assuming full subscription in the Offer. The post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment.

[&] Based on the Offer price of ₹[●] and subject to finalisation of the Basis of Allotment.

As on the date of this Draft Red Herring Prospectus, except STL, which is one of our Promoters, none of the members of the Promoter Group hold any Equity Shares in our Company.

Summary of Restated Consolidated Financial Information

The following details are derived from the Restated Consolidated Financial Information:

(in ₹ million, unless otherwise stated)

Particulars	As at and for the three-months ended June 30, 2025*	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Equity Share capital	5,101.31	5,101.31	5,058.60	5,058.60
Net worth ⁽¹⁾	17,543.26	17,408.26	15,481.79	9,169.34
Revenue from operations	3,985.98	14,283.65	11,141.70	10,213.40
Total income	4,055.42	14,542.75	11,417.10	10,390.70
Profit/(loss) after tax ⁽²⁾	136.32	1,263.60	932.48	966.86
Basic earnings per equity share (face value of ₹ 10 each) (in ₹)	0.27	2.45	1.84	1.91
Diluted earnings per equity share (face value of ₹10 each) (in ₹)	0.26	2.41	1.84	1.90
Net Asset Value (“NAV”) per Equity Share ⁽³⁾ (in ₹)	29.05	28.82	26.12	16.25
Total borrowings ⁽⁴⁾	21,703.22	23,181.49	19,882.60	15,811.60

* Not annualised

Notes:

The ratios have been computed as follows:

1. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation, amalgamation and capital reserve.
2. Profit/(loss) after tax for the relevant fiscal/period as per Restated Consolidated Financial Information..
3. Net Asset Value per Equity Share represents Net Worth as at the end of the relevant fiscal/period, as divided by the number of Equity Shares outstanding on fully diluted basis at the end of the relevant Fiscal/period.
4. Total borrowings represent sum of long term and short term borrowings.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Consolidated Financial Information.

(Remainder of this page has intentionally been left blank)

Summary table of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Directors, KMPs, SMPs, and Promoters, as on the date of this Draft Red Herring Prospectus, in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Name of entity	Criminal proceeding	Tax proceeding	Statutory or regulatory proceeding	Disciplinary action by SEBI or Stock Exchanges	Material civil litigation	Aggregate amount involved* (in ₹ million)
Company						
By our Company	Nil	NA	NA	NA	Nil	Nil
Against our Company	2	2	2	NA	1	116.65
Directors^{&}						
By the Directors	Nil	NA	NA	NA	Nil	Nil
Against the directors	1	Nil	Nil	NA	1	Nil
Promoters^β						
By the Promoters	1	NA	NA	NA	2	4,534.12
Against the Promoters	2	73 ^{^#Ω}	5 [@]	Nil	Nil	3,168.36 ^{^#Ω}
Key Managerial Personnel						
By our Key Managerial Personnel	Nil	NA	NA	NA	NA	Nil
Against our Key Managerial Personnel	Nil	NA	Nil	NA	NA	Nil
Senior Management						
By members of our Senior Management	Nil	NA	NA	NA	NA	Nil
Against members of our Senior Management	Nil	NA	Nil	NA	NA	Nil

* To the extent quantifiable.

[&] Other than matters involving our Promoters.

[^] In relation to certain tax proceedings the amount has been derived after adjusting for payments amounting to ₹158.77 million towards direct taxes and ₹105.48 million towards indirect taxes, made under protest.

[#] The Income Tax Department has filed 20 appeals in the Madras High Court against STL's favourable order from the Income Tax Appellate Tribunal. No notice has been served on STL and no details of the grounds or quantum are available, accordingly, the amounts cannot be quantified. These cases were identified via independent third-party checks by the Company.

[@] Other than tax proceedings against our Promoters.

^β Excluding proceedings involving the Company to which the Promoters, who are also Directors of the Company, are parties

^Ω Includes one show cause notice received by STL from the Joint Commissioner, GST for an amount of ₹1,175.83 million.

As on date of this Draft Red Herring Prospectus, (i) there are no outstanding litigations involving the Group Companies, which may have a material impact on our Company; and (ii) our Company does not have any subsidiary. For further details, see "Outstanding Litigation and Material Developments" beginning on page 463.

Risk Factors

Specific attention of the Bidders is invited to "Risk Factors" beginning on page 35. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. Set forth below are the top 10 risk factors applicable to our Company, in their order of materiality that could cause actual results to differ materially from our expectations:

S. No.	Description of risk
1.	In the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023, we derived 82.26%, 82.43%, 79.44% and 81.43% of our revenue from operations, respectively, from our top 10 clients, which include all of our Hyperscaler clients and key Enterprise clients. The loss of such key clients may materially and adversely affect our business, future prospects, and financial performance.
2.	We may not be able to retain and acquire new clients for our data centers. Any inability to retain and acquire clients may materially and adversely affect our business, future prospects and financial performance.
3.	Reduction in power supply, rising power expenses and unavailability of fuel may disrupt our data center operations and our profitability could decline.
4.	Security breaches, cyber-attacks, computer viruses and hacking activities may cause material adverse effects on our business, financial performance and results of operations and expose us to liability, which could adversely affect our business and our reputation.
5.	Disruption to our data center infrastructure may cause us to lose clients and/or incur additional expenses, thereby adversely affecting our business, revenues and cash flow.
6.	Technological changes, evolving client requirements and emerging industry trends may affect our business, may render our current technologies obsolete and may require us to make substantial capital investments. If we are unable to adapt in a timely manner to changing market conditions, evolving client requirements or technological changes, our business, financial condition and results of operations could be materially and adversely affected.

S. No.	Description of risk
7.	If demand for data center solutions in India, in particular demand for AI workloads and IoT applications, does not continue to grow as anticipated, our business, profitability and results of operations could be materially adversely affected.
8.	The data center business is capital-intensive, and our expectation for our capacity to generate capital in the short term may be insufficient to meet our anticipated capital requirements.
9.	We are dependent on our Promoters, in particular STL for setting the overall strategic business direction of our Company. Any adverse change in our relationships with our Promoters could materially adversely impact our business performance and operations.
10.	The operation of our businesses is highly dependent on information technology, and we are subject to risks arising from any failure of, or inadequacies in, our IT system..

Summary of contingent liabilities

The details of our contingent liabilities as at June 30, 2025 as indicated in the Restated Consolidated Financial Information are set forth in the table below:

Particulars	As at June 30, 2025
Corporate guarantee given to the bank for the term loan availed by the associate company (SKVR Software Solution Private Limited)	1,387.50
Total	1,387.50

(₹ in million)

For further details of contingent liabilities as at June 30, 2025 as per Ind AS 37, see “Restated Consolidated Financial Information – Note 20 – Contingent liabilities and commitments” on page 397.

Summary of related party transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with SEBI ICDR Regulations, entered into by our Group with related parties for the three-months period ended June 30, 2025 and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, as derived from the Restated Consolidated Financial Information are as follows:

S. No.	Name of related party	Nature of relationship	Nature of transaction	For the three-months ended June 30, 2025	As a % of revenue from operations	For the year ended March 31, 2025	As a % of revenue from operations	For the year ended March 31, 2024	As a % of revenue from operations	For the year ended March 31, 2023	As a % of revenue from operations
1.	Sify Technologies Limited	Holding Company	Lease rentals received	0.58	0.01%	2.03	0.01%	2.00	0.02%	2.03	0.02%
2.	Sify Technologies Limited	Holding Company	Lease rentals paid	64.69	1.62%	227.71	1.59%	236.20	2.12%	220.31	2.16%
3.	Sify Technologies Limited	Holding Company	Rendering of services	7.58	0.19%	30.34	0.21%	30.34	0.27%	30.34	0.30%
4.	Sify Technologies Limited	Holding Company	Revenue transfer	14.47	0.36%	118.90	0.83%	113.05	1.01%	105.41	1.03%
5.	Sify Technologies Limited	Holding Company	Expense transfers	181.83	4.56%	526.88	3.69%	427.34	3.84%	346.42	3.39%
6.	Sify Technologies Limited	Holding Company	Interest paid on Loan Received	-	-	13.40	0.09%	6.30	0.06%	7.33	0.07%
7.	Sify Technologies Limited	Holding Company	Interest paid on CCDs	33.28	0.83%	133.50	0.93%	133.50	1.20%	66.14	0.65%
8.	Sify Technologies Limited	Holding Company	Loan Repaid	-	-	208.00	1.46%	-	-	21.00	0.21%
9.	Sify Technologies Limited	Holding Company	Loan Received	-	-	-	-	-	-	10.00	0.10%

(₹ in million)

S. No.	Name of related party	Nature of relationship	Nature of transaction	For the three-months ended June 30, 2025	As a % of revenue from operations	For the year ended March 31, 2025	As a % of revenue from operations	For the year ended March 31, 2024	As a % of revenue from operations	For the year ended March 31, 2023	As a % of revenue from operations
10.	Sify Technologies Limited	Holding Company	Assets transfer	-	-	3.89	0.03%	0.49	0.00%	3.46	0.03%
11.	Sify Technologies Limited	Holding Company	Security Deposit Transfer	-	-	-	-	0.96	0.01%	36.00	0.35%
12.	Sify Technologies Limited	Holding Company	Issue of CCDs	-	-	-	-	-	-	1,225.00	11.99%
13.	Sify Digital Services Limited	Fellow subsidiary	Lease rentals received	3.80	0.10%	13.20	0.09%	13.20	0.12%	13.20	0.13%
14.	Sify Digital Services Limited	Fellow subsidiary	Rendering of services	14.35	0.36%	57.42	0.40%	57.40	0.52%	57.42	0.56%
15.	Sify Digital Services Limited	Fellow subsidiary	Expense transfers	4.46	0.11%	14.59	0.10%	13.20	0.12%	0.99	0.01%
16.	Sify Digital Services Limited	Fellow subsidiary	Security Deposit Transfer	-	-	-	-	1.30	0.01%	-	-
17.	Sify Digital Services Limited	Fellow subsidiary	Interest paid on Loan Received	-	-	-	-	-	-	4.89	0.05%
18.	Sify Digital Services Limited	Fellow subsidiary	Loan Repaid	-	-	-	-	-	-	9.50	0.09%
19.	Sify Data and Managed Services Ltd	Fellow subsidiary	Interest paid on Loan Received	-	-	6.06	0.04%	6.41	0.06%	1.80	0.02%
20.	Sify Data and Managed Services Ltd	Fellow subsidiary	Loan Repaid	-	-	90.00	0.63%	-	-	-	-
21.	Sify Data and Managed Services Ltd	Fellow subsidiary	Assets transfer/ Leasehold Land Rights	-	-	108.53	0.76%	-	-	264.83	2.59%
22.	Sify Data and Managed Services Ltd	Fellow subsidiary	Expense transfers / Reimbursement	-	-	-	-	-	-	0.65	0.01%
23.	Sify Data and Managed Services Ltd	Fellow subsidiary	Loan Received	-	-	-	-	-	-	100.00	0.98%
24.	SKVR Software Solution Private Limited	Associate Company	Lease Rent Paid	96.00	2.41%	19.95	0.14%	-	-	-	-
25.	SKVR Software Solution Private Limited	Associate Company	Loan Given	130.00	3.26%	1570.00	10.99%	-	-	-	-
26.	SKVR Software Solution Private Limited	Associate Company	Interest Received	34.88	0.88%	11.10	0.08%	-	-	-	-
27.	SKVR Software Solution Private Limited	Associate Company	Investment in preference shares	-	-	990.00	6.93%	500.00	4.49%	-	-

S. No.	Name of related party	Nature of relationship	Nature of transaction	For the three-months ended June 30, 2025	As a % of revenue from operations	For the year ended March 31, 2025	As a % of revenue from operations	For the year ended March 31, 2024	As a % of revenue from operations	For the year ended March 31, 2023	As a % of revenue from operations
28.	SKVR Software Solution Private Limited	Associate Company	Capital advance repayment / (given)	-	-	3,606.90	25.25%	(1,639.70)	(14.72%)	-	-
29.	SKVR Software Solution Private Limited	Associate Company	Investment in Associate	-	-	-	-	196.00	1.76%	-	-
30.	SKVR Software Solution Private Limited	Associate Company	Reimbursement of expenses	26.65	0.67%	-	-	-	-	-	-
31.	SKVR Software Solution Private Limited	Associate Company	Security Deposit given	96.00	2.41%	-	-	-	-	-	-
32.	Sify Technologies (Singapore) Pte. Limited	Fellow subsidiary	Receipt of services	9.03	0.23%	-	-	-	-	-	-
33.	Remuneration	Key Management Personnel	Salaries and other short term benefits	6.27	0.16%	2.47	0.02%	2.10	0.02%	1.75	0.02%
34.	Remuneration	Key Management Personnel	Contributions to defined contribution plans	0.39	0.01%	0.15	0.00%	0.13	0.00%	0.08	0.00%
35.	Sitting Fees	Directors	Sitting Fees paid to directors	0.73	0.02%	2.65	0.02%	0.35	0.00%	0.25	0.00%

For further details of the related party transactions, see “*Other Financial Information – Related Party Transactions*” on page 436.

There are no transactions eliminated during the three-months period ended June 30, 2025 and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023.

Issuances of Equity Shares made in the last one year for consideration other than cash

Except as disclosed in “*Capital Structure– Notes to the Capital Structure – Share capital history of our Company – (i) Equity share capital history of our Company*” on page 95, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, the directors of our Promoters, our Directors, and their relatives (as defined under the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the relevant financing entity) during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by our Promoters and the Selling Shareholders, in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name	Number of Equity Shares acquired in the last one year	Weighted average price of acquisition per Equity Share* (in ₹)
Promoters		
STL	4,271,365	98.17
Vegesna Ananta Koti Raju	Nil	Not applicable
Vegesna Bala Saraswathi	Nil	Not applicable
RCICPL	Nil	Not applicable
RVIPL	Nil	Not applicable
Selling Shareholders		
KSSF	Nil	Not applicable
KDCF	Nil	Not applicable

*As certified by Manohar Chowdhry & Associates, Statutory Auditors, by way of their certificate dated October 16, 2025.

The weighted average price at which the CCDs were acquired by our Promoters and the Selling Shareholders, in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name	Number of CCDs acquired in the last one year	Weighted average price of acquisition per CCD* (in ₹)
Promoters		
STL	2,500,000 STL CCDs	100.00
Vegesna Ananta Koti Raju	Nil	Not applicable
Vegesna Bala Saraswathi	Nil	Not applicable
RCICPL	Nil	Not applicable
RVIPL	Nil	Not applicable
Selling Shareholders		
KSSF	Nil	Not applicable
KDCF	Nil	Not applicable

*As certified by Manohar Chowdhry & Associates, Statutory Auditors, by way of their certificate dated October 16, 2025.

Further, our Promoters and the Selling Shareholders have not acquired any Preference Shares of our Company in the one year preceding the date of this Draft Red Herring Prospectus.

Weighted average cost of acquisition of all specified securities transacted in one year, eighteen months and three years preceding the date of this Draft Red Herring Prospectus:

Equity Shares

Period	Weighted Average Cost of Acquisition per Equity Share (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition [^]	Range of acquisition price: Lowest Price – Highest Price (in ₹)*
Last one year preceding the date of this Draft Red Herring Prospectus	98.17	[●]	98.17- 98.17
Last 18 months preceding the date of this Draft Red Herring Prospectus	98.17	[●]	98.17- 98.17
Last three years preceding the date of this Draft Red Herring Prospectus	101.21	[●]	98.17-116.31

*As certified by Manohar Chowdhry & Associates, Statutory Auditors, by way of their certificate dated October 16, 2025.

[^]To be updated upon finalization of Price Band.

Preference Shares

Period	Weighted Average Cost of Acquisition per Preference Share (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition ^	Range of acquisition price: Lowest Price – Highest Price (in ₹)*
Last one year preceding the date of this Draft Red Herring Prospectus	NA	[•]	NA
Last 18 months preceding the date of this Draft Red Herring Prospectus	14.61	[•]	14.61 – 14.61
Last three years preceding the date of this Draft Red Herring Prospectus	12.31	[•]	10.00 – 14.61

*As certified by Manohar Chowdhry & Associates, Statutory Auditors, by way of their certificate dated October 16, 2025.

^To be updated upon finalization of Price Band.

Compulsorily Convertible Debentures

Period	Weighted Average Cost of Acquisition per CCDs (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition ^	Range of acquisition price: Lowest Price – Highest Price (in ₹)*
Last one year preceding the date of this Draft Red Herring Prospectus	100.00	[•]	100.00 – 100.00
Last 18 months preceding the date of this Draft Red Herring Prospectus	100.00	[•]	100.00 – 100.00
Last three years preceding the date of this Draft Red Herring Prospectus	100.00	[•]	100.00 – 100.00

*As certified by Manohar Chowdhry & Associates, Statutory Auditors, by way of their certificate dated October 16, 2025.

^To be updated upon finalization of Price Band.

Average cost of acquisition of Equity Shares of our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares of our Promoters and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is as follows:

Name	Number of Equity Shares of face value of ₹10 each held as on date of this Draft Red Herring Prospectus prior to conversion of the Preference Shares and CCDs	Number of equity shares of face value of ₹10 each as on the date of this Draft Red Herring Prospectus (on a fully diluted basis)#	Average cost of acquisition per Equity Share (post conversion of outstanding Preference Shares and CCDs)*#
Promoters			
STL	510,131,127	534,182,589	16.43
Vegesna Ananta Koti Raju	Nil	Nil	Not applicable
Vegesna Bala Saraswathi	Nil	Nil	Not applicable
RCICPL	Nil	Nil	Not applicable
RVIPL	Nil	Nil	Not applicable
Selling Shareholders			
KDCF	Nil	37,386,997	160.48
KSSF	Nil	32,380,709	123.53

* As certified by Manohar Chowdhry & Associates, Statutory Auditors, by way of their certificate dated October 16, 2025.

Assuming conversion of all outstanding Preference Shares and CCDs. As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure - History of Preference Share Capital of the Company" and "Capital Structure – History of compulsorily convertible debentures of the Company" each on page 96.

Details of price at which specified securities were acquired by Promoters, members of our Promoter Group, Selling Shareholders and Shareholders with special rights in the last three years preceding the date of this Draft Red Herring Prospectus

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by the Promoters, members of our Promoter Group, Selling Shareholders. As on the date of this Draft Red Herring Prospectus, there are no Shareholders entitled with the right to nominate directors or other rights in the Company.

The details of the price at which the acquisition of Equity Shares, Preference Shares and CCDs were undertaken in the last three years preceding the date of this Draft Red Herring Prospectus are stated below:

Equity Shares

S. No.	Name of acquirer/ Shareholder	Nature of transaction	Nature of consideration	Nature of specified securities	Face value (in ₹)	Date of acquisition of the specified securities	Number of the specified securities acquired	Acquisition price per specified security* (in ₹)	Percentage of pre-Offer share capital on a fully diluted basis (in %)
Promoters									
1.	STL	Allotment pursuant to a scheme of amalgamation between Patel Auto and our Company and their respective shareholders and creditors, sanctioned by the National Company Law Tribunal, Division Bench – I at Chennai through its order dated January 9, 2025.	Other than cash	Equity Shares	10.00	March 13, 2025	4,271,365	NA	0.71
		Allotment pursuant to a scheme of amalgamation between Print House and our Company and their respective shareholders and creditors, sanctioned by the National Company Law Tribunal, Division Bench – II at Chennai through its order dated July 10, 2023.	Other than cash	Equity Shares	10.00	December 22, 2023	859,762	NA	0.14

Preference Shares

S. No.	Name of acquirer/ Shareholder	Nature of transaction	Nature of consideration	Nature of specified securities	Face value (in ₹)	Date of acquisition of the specified securities	Number of the specified securities acquired	Acquisition price per specified security* (in ₹)	Percentage of pre-Offer share capital on a fully diluted basis (in %)
Promoters									
1.	STL	Transfer of preference shares of face value of ₹10 each from RVIPL	Cash	Preference Shares	10.00	June 4, 2024	50,000,000	14.61	0.67
2.	RVIPL	Allotment pursuant to a scheme of amalgamation between Print House and our Company and their respective shareholders	Other than cash	Preference Shares	10.00	December 22, 2023	50,000,000	NA	0.67

S. No.	Name of acquirer/ Shareholder	Nature of transaction	Nature of consideration	Nature of specified securities	Face value (in ₹)	Date of acquisition of the specified securities	Number of the specified securities acquired	Acquisition price per specified security* (in ₹)	Percentage of pre- Offer share capital on a fully diluted basis (in %)
Promoters									
		and creditors, sanctioned by the National Company Law Tribunal, Division Bench – II at Chennai through its order dated July 10, 2023							

CCDs

S. No.	Name of acquirer/ Shareholder	Nature of transaction	Nature of consideration	Nature of specified securities	Face value (in ₹)	Date of acquisition of the specified securities	Number of the specified securities acquired	Acquisition price per specified security* (in ₹)	Percentage of pre- Offer share capital on a fully diluted basis (in %)
Promoters									
1.	STL	Preferential allotment	Cash	STL CCDs	100.00	August 12, 2025	2,500,000	100.00	0.33
		Preferential allotment	Cash	STL CCDs	100.00	April 24, 2023	10,000,000	100.00	1.34
		Allotment pursuant to transfer of STL's investment in Tasoula Energy Private Limited to our Company	Other than cash	STL CCDs	100.00	October 27, 2022	2,250,000	Not applicable	0.30
Selling Shareholders									
1.	KDCF	Private placement	Cash	Series 4 CCDs	100.00	August 30, 2023	48,000,000	100.00	4.32
		Private placement	Cash	Series 5 CCDs	100.00	August 30, 2023	12,000,000	100.00	1.87

*As certified by Manohar Chowdhry & Associates, Statutory Auditor, by way of their certificate dated October 16, 2025.

Details of pre-IPO placement

Our Company, in consultation with the BRLMs, may consider an issue of specified securities aggregating up to ₹5,000.00 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC (“**Pre-IPO Placement**”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus. Further, details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchanges within 24 hours of such transactions, in accordance with Regulation 54 of the SEBI ICDR Regulations.

Split or Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the last one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of SEBI ICDR Regulations, if any, granted by SEBI

Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, an ‘immediate relative’ of a promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or the spouse) is required to form part of the ‘promoter group’. Accordingly, Ramakrishnama Raju Uddaraju, Krishna Prasad Uddaraju, Kasi Viswanadha Raju Uddaraju, Rama Lakshmi Pathi Bhogaraju Uddaraju (brothers of Vegesna Bala Saraswathi and brothers-in-law of Vegesna Ananta Koti Raju), Kalidindi Vijaya Lakshmi (sister of Vegesna Bala Saraswathi and sister-in-law of Vegesna Ananta Koti Raju), and Vegesna Venkata Subba Yesudata Raju (father of Vegesna Ananta Koti Raju and father-in-law of Vegesna Bala Saraswathi) (“**Disassociated PG Individuals**”) and Ananda Enterprises (India) Private Limited, Ananda Aqua Exports Private Limited, Ananda Bhagavati Foods Private Limited, Indus Mega Food Park Private Limited and any other entities/body corporates/firms/HUFs in which the Disassociated PG Individuals may have interest (individually or collectively) qualify as members of our promoter group in accordance with Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations (“**Disassociated PG Entities**”, together with the Disassociated PG Individuals, the “**Disassociated Group**”). In the absence of any information and confirmations required from the Disassociated PG Individuals, we are unable to ascertain a comprehensive and exhaustive list of the Disassociated PG Entities.

Pursuant to letters addressed to our Company, the Disassociated PG Individuals have expressed their intent to disassociate from the Company and its Promoters, and do not wish to be considered part of the Promoter Group. Consequently, they have not agreed to provide the requisite confirmations and undertakings for themselves and their Disassociated PG Entities in their capacity as promoter group of our Company.

Since we have not received nor is in a position to obtain the necessary information, to comply with the provisions of the SEBI ICDR Regulations, the disclosures in relation to the Disassociated Group in this Draft Red Herring Prospectus have been included to the extent the information was available and accessible in the public domain published on the websites of Watchout Investors, CIBIL, BSE Limited, National Stock Exchange of India Limited, and Ministry of Corporate Affairs.

In view of the above, the Company has filed an exemption application dated September 29, 2025, seeking exemption under Regulation 300(1)(c) of the SEBI ICDR Regulations from disclosing details of the Disassociated Group as members of the Promoter Group in the DRHP. For details, please see “*Risk Factors – 19. Certain immediate relatives of our Promoters, who are deemed to be a part of our Promoter Group under the SEBI ICDR Regulations, have not provided their consent to be identified as members of our Promoter Group and have not provided information in respect of themselves and their relevant entities as Promoter Group. Consequently, we cannot assure you that the disclosures relating to such members of our Promoter Group are complete or up-to-date.*” on page 47.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions 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 “U.S.”, “US”, “U.S.A.” or “United States” are to the United States of America and its territories and possessions.

In this Draft Red Herring Prospectus, unless otherwise specified:

- any time mentioned is in IST;
- all references to a year are to a calendar year; and
- all references to page numbers are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Unless stated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months ended March 31 of such year.

Unless stated otherwise or where the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus is derived from the Restated Consolidated Financial Information.

Restated consolidated financial information of our Company and SKVR, its Associate, comprising the restated consolidated statement of assets and liabilities as at June 30, 2025 and as at March 31, 2025, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows for the three month period ended June 30, 2025 and for the year ended March 31, 2025, the summary of material accounting policies, and other explanatory information, and the restated standalone statement of assets and liabilities as at March 31, 2024 and 2023, the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity, the restated standalone statement of cash flows for the years ended March 31, 2024 and 2023, prepared in accordance with Ind AS and as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, 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 from time to time. For further information, see “*Restated Consolidated Financial Information*” beginning on page 349.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see “*Risk Factors – 60. Differences exist between Ind AS (“Indian Accounting Standards”) and other accounting principles, such as U.S. GAAP (“Generally Accepted Accounting Principles in the United States of America”) and IFRS (“International Financial Reporting Standards”), which investors may be more familiar with and may consider material to their assessment of our financial condition*” on page 67. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, or ratios (excluding certain operational metrics) as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”

beginning on pages 35, 276 and 440, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information, as applicable.

Non-GAAP Financial Measures

Certain Non-GAAP financial measures relating to our financial performance, namely revenue growth, EBITDA, EBITDA margin, profit before tax margin, profit after tax margin, net debt, long term debt to equity and net debt to EBITDA, and certain other industry metrics and financial parameters have been included in this Draft Red Herring Prospectus and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. These Non-GAAP financial measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS. Such supplemental financial and operational information should not be considered in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus. For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Other Financial Information*” and “*Risk Factors – 56. We track certain operational metrics and non-generally accepted accounting principles, measures with internal systems and tools and do not independently verify such metrics. Certain of our operational metrics are subject to inherent challenges in measurement and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation*” on pages 440, 434 and 66, respectively.

Currency and Units of Presentation

All references to:

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

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “million” units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All per share and percentage figures have been rounded off to one/ two decimal places. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and respective foreign currencies:

Currency	Exchange rate as at (amount in ₹)			
	June 30, 2025	March 31, 2025*	March 31, 2024**	March 31, 2023
1 USD	85.54	85.58	83.37	82.22

Source: www.rbi.org.in

Note: Exchange rate is rounded off to two decimal points.

* The exchange rate has been included as on March 28, 2025, as March 29, 2025, March 30, 2025 and March 31, 2025 were a Saturday, a Sunday, and a public holiday, respectively.

** The exchange rate has been included as on March 28, 2024, as March 29, 2024, March 30, 2024 and March 31, 2024 were public holiday, a Saturday and a Sunday, respectively.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the I Lattice and C&W Report, prepared jointly by I Lattice and C&W, which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer.

C&W and I Lattice are independent agencies having no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel or members of our Senior Management or the Book Running Lead Managers. The I Lattice and C&W Report has been exclusively paid for and commissioned by our Company pursuant to engagement letters with Cushman & Wakefield dated May 13, 2025, and I Lattice dated March 31, 2025, for the purposes of confirming our understanding of the industry in which the Company operates, in connection with the Offer. The I Lattice and C&W Report is available on the website of our Company at www.sifyinfinitespaces.com/ipo until the Bid/Offer Closing Date and has also been included in “*Material Contracts and Documents for Inspection – Material Documents*” on page 545.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors – 58. Certain sections of this Draft Red Herring Prospectus contain information from the I Lattice and C&W Report, which we commissioned and purchased, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks*”, on page 67. Accordingly, investment decision should not be based solely on such information.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”) in private transactions exempt from the registration requirements of the U.S. Securities Act, and (b) outside of the United States in “offshore transactions” as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. See “*Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions*” on page 481.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, plans and prospects are “forward-looking statements”.

These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “likely to”, “seek to”, “shall”, “objective”, “plan”, “project”, “propose”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our expected financial condition, results of operations, business, prospects, strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions, in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in our industry, incidence of natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. In the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023, we derived 82.26%, 82.43%, 79.44% and 81.43% of our revenue from operations, respectively, from our top 10 clients, which include all of our Hyperscaler clients and key Enterprise clients. The loss of such key clients may materially and adversely affect our business, future prospects, and financial performance;
2. We may not be able to retain and acquire new clients for our data centers. Any inability to retain and acquire clients may materially and adversely affect our business, future prospects and financial performance;
3. Reduction in power supply and unavailability of fuel may affect our data centers ;
4. Security breaches, cyber-attacks, computer viruses and hacking activities may cause material adverse effects on our business, financial performance and results of operations and expose us to liability, which could adversely affect our business and our reputation; and
5. Disruption to our data center infrastructure may cause us to lose clients and/or incur additional expenses.

Certain information in “*Risk Factors*”, “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 35, 157, 276 and 440, respectively of this Draft Red Herring Prospectus has been obtained from the 1Lattice and C&W Report. The 1Lattice and C&W Report is available on the website of our Company at www.sifyinfinitspaces.com/ipo.

For further discussion of factors that could cause the actual results to differ from the expectations, see “*Risk Factors*”, “*Our Business*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 35, 157, 276 and 440, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management’s belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on 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, any Selling Shareholder, our Directors, Key Managerial Personnel, Senior Management, the Syndicate nor any of their respective affiliates 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 requirements of the SEBI ICDR Regulations, our Company shall ensure that Bidders in India are informed of material developments, until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares pursuant to the Offer. In accordance with the requirements of the SEBI ICDR Regulations, each of the Selling Shareholders shall, severally and not jointly, ensure that our Company is informed of material developments in relation to the statements and undertakings specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares in the Red Herring Prospectus, from the date thereof until the date of Allotment. Only statements and undertakings which are specifically confirmed or undertaken by each of the Selling Shareholders severally and not jointly, as the case may be, in this Draft Red Herring Prospectus shall be, deemed to be statements and undertakings made by such Selling Shareholder, as on the date of this Draft Red Herring Prospectus.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.

We have described the risks and uncertainties that we consider material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment.

To obtain a more detailed understanding of our business and operations, you should read this section in conjunction with the sections titled “Our Business”, “Restated Consolidated Financial Information”, “Industry Overview”, “Key Regulations and Policies in India” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 276, 349, 157, 308, and 440, respectively, as well as other financial information included elsewhere in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of us and the terms of the Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties with respect to future events and financial performance, many of which are beyond our control. Our actual results could differ materially from those anticipated in these forward- looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see “Forward-Looking Statements” on page 33.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Data Center Industry Report” dated October 16, 2025 (the “**ILattice and C&W Report**”), jointly prepared and released by Lattice Technologies Private Limited (“**ILattice**”) and Cushman & Wakefield India (“**C&W**”) and exclusively commissioned and paid for by us in connection with the Offer, pursuant to engagement letters dated March 31, 2025, and May 13, 2025. The **ILattice and C&W Report** is available on the website of our Company at the following web-link: www.sifyinfinitspaces.com/ipo in compliance with applicable laws. Unless otherwise indicated, all financial, operational, industry and other related information derived from the **ILattice and C&W Report** and included herein with respect to any particular year, refers to such information for the relevant financial year. The data included herein includes excerpts from the **ILattice and C&W Report** and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Also see, “Certain Conventions, Presentation of Financial, Industry and Market Data– Industry and Market Data” on page 32.*

Unless the context otherwise requires, references in this section to “our Company” refers to Sify Infinit Spaces Limited, on a standalone basis, and a reference to “we”, “us” and “our” is a reference to our Company.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment.

Our financial or fiscal year ends on March 31 of each calendar year. Accordingly, references to a “Fiscal” or “fiscal year” are to the 12-month period ended March 31 of the relevant year. The financial information included in this section for the three months ended June 30, 2025, and for Fiscals 2025, 2024 and 2023 has been extracted from our Restated Consolidated Financial Information. For further information, see “Restated Consolidated Financial Information” on page 349.

INTERNAL RISKS

- 1. In the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023, we derived 82.26%, 82.43%, 79.44% and 81.43% of our revenue from operations, respectively, from our top 10 clients, which include all of our Hyperscaler clients and key Enterprise clients. The loss of such key clients may materially and adversely affect our business, future prospects, and financial performance.***

Our Hyperscaler clients include international companies, including global e-commerce and digital search platforms. As of

June 30, 2025, our Hyperscaler client base included 3 of the top 4 global Hyperscaler companies, based on cloud services revenue in the second quarter of calendar year 2024, according to the I Lattice and C&W Report. Our top Enterprise clients are primarily clients operating in the banking, financial services and insurance (“**BFSI**”) sector in India.

Set forth below are details of the revenue from operations attributable to our top 10 clients (determined on the basis of their contribution to our revenue from contracts with clients), for the period/Fiscals indicated.

Client Details ⁽¹⁾	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Client 1	1,780.76	44.68	6,615.32	46.31	4,223.44	37.91	3,899.22	38.18
Client 2	478.57	12.01	1,602.43	11.22	1,552.02	13.93	1,597.13	15.64
Client 3	412.73	10.35	1,543.88	10.81	1,361.92	12.22	1,350.30	13.22
Client 4	226.54	5.68	812.16	5.69	640.50	5.75	521.64	5.11
Client 5	112.67	2.83	409.10	2.86	287.63	2.58	201.79	1.98
Client 6	68.66	1.72	288.01	2.02	269.14	2.42	192.23	1.88
Client 7	68.30	1.71	148.56	1.04	137.28	1.23	153.85	1.51
Client 8	53.63	1.35	140.15	0.98	134.17	1.20	148.69	1.46
Client 9	42.64	1.07	117.70	0.82	126.98	1.14	140.71	1.38
Client 10	34.16	0.86	97.40	0.68	118.40	1.06	109.77	1.07
Total (Top 10)	3,278.66	82.26	11,774.71	82.43	8,851.48	79.44	8,315.33	81.43

Notes:

- (1) Clients 1, 2 and 3 are Hyperscaler clients in each period/Fiscal. Clients 4, 5 and 6 are Enterprise clients in each period/Fiscal. Client 7 is a Hyperscaler client in Fiscal 2023 and Fiscal 2024. Client 8 is a Hyperscaler client in Fiscal 2025. Clients 8, 9 and 10 are Enterprise clients in Fiscal 2023 and Fiscal 2024. Clients 7, 9 and 10 are Enterprise clients in Fiscal 2025. Clients 7, 8, 9 and 10 are Enterprise clients in the three months ended June 30, 2025.
- (2) The names of the top 10 clients have not been disclosed in this Draft Red Herring Prospectus due to confidentiality reasons and non-receipt of consent from these clients. The clients shown are the top 10 clients in terms of revenue from operations for each of the respective years/ periods and may not necessarily be the same customers.

Since we are dependent on certain key clients for a significant portion of our revenue from operations in a particular reporting period, the loss of any of such key clients or a reduction in demand for our services from such clients, for any reason, including due to loss of contracts, failure to negotiate acceptable terms in negotiations, disputes or a loss of market share or a downturn in such clients’ business, if not suitably replaced with other clients, could adversely affect our business, future prospects financial condition and results of operations in that period. While there have been no instances of loss of key clients in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we may be able to retain our key clients in the future.

In addition, we are dependent on our Hyperscaler clients for a significant portion of our total revenue. The following table shows our revenue from operations attributable to our top 3, 5 and 10 clients, which are Hyperscaler clients, for the period/Fiscals indicated.

Client Details	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Top 3 clients	2,672.06	67.04	9,761.63	68.34	7,137.37	64.06	6,846.65	67.04
Top 5 clients	3,011.27	75.55	10,982.89	76.89	8,065.51	72.39	7,570.08	74.12
Top 10 clients	3,278.66	82.26	11,774.71	82.43	8,851.48	79.44	8,315.33	81.43

Note: The names of the top 3, 5 and 10 clients have not been disclosed in this Draft Red Herring Prospectus due to confidentiality reasons and non-receipt of consent from these clients. The clients shown are the top 3, 5 and 10 client in terms of revenue from operations for each of the respective years/

periods and may not necessarily be the same customers.

There is a limited number of Hyperscaler companies operating in India that require data center-related services. If we lose any of our Hyperscaler clients or are unable to extend our services to existing and new Hyperscaler clients as they expand their own operations in India, our business and financial condition may be materially adversely affected.

Furthermore, the volume of our business with our top clients may be reduced over time. Our business, operations, revenues and profitability may be adversely affected if these clients demand reductions in the price of our services, set-off any payment obligations or if there is an adverse change in any of our clients' operating strategies, including securing services from a competitor of ours. While we have not experienced any decrease or slowdowns in business from our existing clients in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not face any such decrease or slowdowns in the future. If such reduction in demand for our services and solutions were to occur, our business, financial condition and results of operations could be materially adversely affected.

For further details about our clients, see “*Our Business – Our Clients*” on page 303.

2. *We may not be able to retain and acquire new clients for our data centers. Any inability to retain and acquire clients may materially and adversely affect our business, future prospects and financial performance.*

The global data center industry is experiencing unprecedented growth, driven by the exponential demand for digital services, cloud computing, and artificial intelligence (“AI”), and the data center industry in India is among the fastest growing by capacity in the Asia-Pacific region, according to the I Lattice and C&W Report. Significant expansion of the data center industry in India is driven by, among other factors, rapid digital transformation and surging demand for cloud services, big data, AI and Internet-of-things (“IoT”), and Government of India (“GoI”) initiatives, according to the I Lattice and C&W Report. For example, according to the I Lattice and C&W Report, the “Digital India” initiative drives massive data generation and digital transactions, increasing the need for scalable and secure data center infrastructure. All of these factors have increased the competition in the data center industry. In order to improve our competitiveness, we continue to expand our data center infrastructure to be capable of supporting AI-related workloads. However, if competitors are more successful than we are in the market, it could be difficult for us to retain and/or acquire clients.

In addition, increased competition in the data center space in India puts pressures on data center companies to offer lower prices to attract new clients and retain existing clients. If our competitors are able to offer lower prices than ours, we may lose clients or be unable to attract new clients, which would have a material adverse impact on our business and results of operations.

Furthermore, if we are not able to provide sufficient rack space as and when required by our clients, or we face capacity restrictions at our data centers, our existing clients may prefer to shift to our competitors, or we may be unable to acquire new clients. We have, in the past, experienced instances of rack unavailability and capacity limitations, which have resulted in us being unable to accommodate requested client demand. Moreover, if our clients cease using our services and choose another service provider, we may be required to expend substantial efforts in terms of cost and time to re-acquire such clients, and despite spending on such client acquisition or retention, we may be unsuccessful in retaining such clients.

While we have been successful in retaining our clients and attracting new clients in the three months ended June 30, 2025, and over Fiscals 2025, 2024 and 2023, if we are unable to continue to retain or attract clients, our revenues may decline, which could have an adverse effect on our future results of operations and financial condition.

3. *Reduction in power supply, rising power expenses and unavailability of fuel may disrupt our data center operations and our profitability could decline.*

We require substantial power and fuel to operate our data centers. The single largest operating cost in our data centers is power. The following table sets forth our power costs, which comprise electricity costs and fuel costs, for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Power	1,463.26	38.03	5,594.62	43.91	4,622.90	44.99	4,282.60	46.95

Particulars	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
expenses ⁽¹⁾								

Note:

(1) Power expenses comprises electricity power expenses and fuel expenses.

Our profitability and results of operations depend, therefore, on our ability to secure electricity at competitive rates. If energy costs were to continue to rise, or if electricity supply arrangements were disrupted, our data center operations could be disrupted, and our profitability could decline. We source our electricity requirements mostly from the state electricity grid at the uniform standard prices set by the local regulators, private power purchase arrangements (“PPAs”) with renewable power companies, and our own diesel generator sets. As of June 30, 2025, we had 309.60 megawatt peak (“MWP”) of renewable power contracted under our PPAs. We believe that continued investment in renewable power will enable us to maintain our competitive pricing position over our competitors. We price the cost of power under our data center infrastructure and pass the cost on to our clients. If our competitors are able to procure renewable power at lower costs, they may have an advantage over us with respect to pricing. Our inability to offer competitive pricing may result in loss of clients and impact our business and results of operations. The alternate sources of power are also exposed to inflation, regulation and hence, any undue price increase would affect our energy cost significantly.

Moreover, inadequate electricity and diesel for our generators could result in interruption or suspension of our operations. In particular, any significant increase in the cost of diesel could result in an unexpected increase in our operational costs.

According to the ILLIUM and C&W Report, grid reliability plays a critical role in the functioning of data centers, especially Hyperscale facilities that demand uninterrupted power to maintain uptime and ensure service continuity. Occasionally, the power grid in India may experience capacity or supply constraints, such as grid congestion and restrictions on transmission capacity of the grid, and therefore the transmission and dispatch of electricity could be curtailed. While we are focused on expanding the use of renewable energy to power our operations, we are still dependent on India’s power grid for our operations. Power outages or disruptions, even if remediated quickly, may have a significant disruptive impact on our services and operations, including our cooling systems, which may lead to client dissatisfaction and loss of revenue. While we have not experienced power supply disruptions that had a material impact on our business operations in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we may not experience such disruptions in the future. If we do face a shortage of power supply or a power outage, we typically resort to our internal back-up power generation systems and alternative sources of power, and the running of the data centers will then depend on the availability of fuel/renewable energy or such alternative sources of power, which will generally increase the cost of our operations, thereby adversely affecting our business, revenues and cash flows.

4. Security breaches, cyber-attacks, computer viruses and hacking activities may cause material adverse effects on our business, financial performance and results of operations and expose us to liability, which could adversely affect our business and our reputation.

Cyber-attacks, computer viruses or other unauthorized activity to our system or internal network, and physical security breaches into our secure areas of operations, may cause material adverse effects on our business, financial performance and results of operations. In addition, any inadvertent transmission of computer viruses could expose us to a material risk of loss or litigation and possible liability.

Hacking, computer viruses and phishing attacks could result in damage to our hardware and software systems, disruptions to our business activities, including to our email and other communications systems, breaches of security and inadvertent disclosure of confidential or sensitive information relating to our clients, interruptions in access to our website through the use of “denial of service” or similar attacks, and other material adverse effects on our operations.

As techniques used to breach security or access data change or evolve frequently and are often not recognized until launched against a target, we may not be able to implement new security measures in a timely manner or, if and when implemented, could be circumvented. Moreover, if a computer virus or hacking affects our systems and such incident is highly publicized, our reputation and brand name could be materially impacted. Any attempts to gain access to our systems, facilities or data through various means, including physical security breaches by unauthorized personnel or through the negligence of our security personnel, hacking into our or our clients’ systems or facilities, or attempting to fraudulently induce our employees, clients or others into disclosing usernames, passwords, or other sensitive information, which may

in turn be used to access our information technology (“IT”) systems and gain access to our data or other confidential, proprietary, or sensitive information, could have a material adverse impact on our reputation, business and results of operations. While there have been no such instances of breach of security in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, if security measures are breached because of employee theft, exfiltration, misuse or malfeasance, our or third-party actions, omissions, or errors, unintentional events, deliberate attacks by cyber criminals or otherwise, or if design flaws in our software or systems are exposed and exploited, our operations and reputation in the industry could be impacted.

Certain of our clients require us to comply with security protocols and periodic external audits, as prescribed under the terms of the agreement, and we are in compliance with such requirements. However, any security breach may result in claims from our clients. We have limited our contractual liability except for breaches of confidentiality, service outage, intentional infringement of intellectual property rights of third parties, non-compliance with applicable laws, fraud, breaches due to gross negligence or wilful misconduct, death or personal injury caused for reasons solely attributable to us.

5. *Disruption to our data center infrastructure may cause us to lose clients and/or incur additional expenses, thereby adversely affecting our business, revenues and cash flow.*

We depend on our data center infrastructure for our operations. As we continue to expand our data center facilities, develop new data center facilities and further expand our client base, our dependence on our data center infrastructure will continue to increase. Our dependency on data center infrastructure exposes us to risks. These risks include physical damage to our infrastructure (which may be intentional or inadvertent), security breaches, capacity limitations, power surges or outages, internet outages, software incompatibility and/or other disruptions beyond our control, such as natural disasters and acts of terrorism. From time to time in the course of our operations, we may experience disruptions in our service due to factors such as cable damage, theft of our equipment, inclement weather and service failures of our third-party service providers. While we have not experienced any such material disruptions in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, such disruptions may cause interruptions in service or temporarily reduce capacity for clients. If we experience such material disruptions in the future, we may lose clients, or face increased operating expenses to restore services, both of which could adversely affect our business, revenues and cash flows.

6. *Technological changes, evolving client requirements and emerging industry trends may affect our business, may render our current technologies obsolete and may require us to make substantial capital investments. If we are unable to adapt in a timely manner to changing market conditions, evolving client requirements or technological changes, our business, financial condition and results of operations could be materially and adversely affected.*

The data center sector is highly dependent on technology and, as a result, the possibility of technological obsolescence is greater than companies in more conventional industries. In addition, the data center landscape is rapidly evolving, driven by emerging trends such as AI-powered infrastructure, the expansion of edge computing, and a growing focus on sustainability, according to the 1Lattice and C&W Report. Increasing demand for real-time data processing, enhanced security, and energy-efficient operations are reshaping how data centers are designed, operated, and scaled, according to the 1Lattice and C&W Report. Therefore, our future success depends, in part, on our ability to respond to technological advances, evolving client requirements and emerging industry standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails technical and business risk and significant implementation costs. Our management and design and engineering teams keep themselves abreast with the latest developments in the data center design and technology. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to evolving client requirements or emerging industry standards.

The infrastructure at our data centers may become obsolete or unmarketable due to demand for new processes and/or technologies, including, without limitation: (i) new processes to deliver power to, or eliminate heat from, computer systems; (ii) client demand for additional redundancy capacity; (iii) new technology that permits higher levels of critical load and heat removal than our data centers are currently designed to provide; and (iv) an inability of the power supply to support new, updated or upgraded technology. For example, as cooling systems account for a majority of the power consumption a data center incurs, advanced cooling technologies and efficient thermal management are critical to ensuring optimal performance and reduced energy waste. While we maintain appropriate and advanced cooling technologies at our data centers, we may not be able to continually update our cooling systems to keep up with the latest technological developments. If we fail to update the cooling technologies at our data centers as efficient new technologies emerge, we may be required to use additional power to achieve the thermal efficiency required for our operations, which could have an adverse impact on our profitability. In addition, the systems that connect our data centers to the internet and other external networks may become outdated, including with respect to latency, reliability and diversity of connectivity. When

clients demand new processes or technologies, we may not be able to upgrade our data centers in a cost-effective manner, or at all, due to, among other things, increased expenses to us that cannot be passed on to clients or insufficient revenue to fund the necessary capital expenditures. While our business has not been impacted by obsolescence of our technologies and infrastructure, we cannot assure you that we will not experience such obsolescence in the future. Changes in technology may make newer solutions more competitive than ours or may require us to make additional capital expenditure to upgrade our facilities and technology. If we are unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, evolving client requirements or technological changes, our business, financial condition and results of operations could be materially and adversely affected.

Should our power and cooling systems become obsolete in the future, or we be unable to upgrade them or our data centers, including associated connectivity, our business and financial condition could be materially adversely affected.

7. *If demand for data center solutions in India, in particular demand for AI workloads and IoT applications, does not continue to grow as anticipated, our business, profitability and results of operations could be materially adversely affected.*

We design our data centers to support a wide range of workloads for our clients. For example, our data center in Airoli, Mumbai (the “**Airoli Data Center**”) and our data center in Bengaluru (the “**Bengaluru Data Center**”) are built to accommodate cloud hosting (public and hybrid cloud hosting). Our most recently-developed data centers (the Rabale Data Center (Tower 5), the Chennai 02 Data Center (Tower B) and the Noida 02 Data Center (Tower B)) are equipped with facilities to handle AI-related applications with specifications that can host workloads of up to 130 kilowatt (“**kW**”) per rack using direct-to-chip technology. Moreover, our Edge data centers are equipped to serve clients that require real-time processing of data, such as over-the-top (“**OTT**”) players, smart cities, IoT and industrial automation clients, among others, and offer the flexibility to adapt to AI- and IoT-driven shifts to meet the growing demands of Edge computing. Our business growth and profitability therefore depend on sustained ongoing growth in demand for AI-ready workloads and IoT applications in India. If demand for AI workloads or IoT applications does not grow in line with market expectations, or the internet ecosystem in India develops slower than we estimate, actual demand for data center solutions may be substantially lower than we anticipate, which might have a material adverse impact on our business, profitability and results of operations.

8. *The data center business is capital-intensive, and our expectation for our capacity to generate capital in the short term may be insufficient to meet our anticipated capital requirements.*

The costs of building, developing and operating data centers are substantial, and such costs have increased in recent years. We are required to fund the costs of building, developing and operating our data centers with cash retained from operations, as well as from financings from bank and other borrowings. The following table sets forth our capital expenditures on data center development for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	<i>(₹ in million)</i>			
Buildings	2,834.60	67.00	1,857.50	-
Plant and equipment	1,768.60	3,837.50	940.20	1,829.40
Furniture and fittings	0.10	0.70	2.40	0.90
Office equipment	292.20	846.30	256.10	409.30
Motor vehicles	-	-	3.10	-
Leasehold improvements	376.70	3,690.42	1,387.20	1,221.80
System software	-	0.20	3.90	-
Total data center development capital expenditure	5,272.20	8,442.12	4,450.40	3,461.40

While we have been able to access sufficient capital to meet our capacity needs and planned capacity expansion in the three months ended June 30, 2025, and in Fiscals 2025, 2024 and 2023, we may face challenges in accessing capital or raising sufficient debt to fund our expansion or to meet our clients’ expansion requirements in the future. Such challenges may be exacerbated as the costs of building, developing and operating data centers may continue to increase in the future. Further, we may encounter development delays, excess development costs, or delays in developing space for our clients to collocate. We also may not be able to identify suitable land or facilities for new data centers in strategic locations, in our target areas, or at a cost or terms acceptable to us. If we cannot generate sufficient capital to meet our anticipated capital requirements or are unable to develop and operate our data centers profitably, our financial condition, business expansion

and future prospects could be materially affected. See “*Objects of the Offer*” on page 108, for more information.

9. *We are dependent on our Promoters, in particular STL for setting the overall strategic business direction of our Company. Any adverse change in our relationships with our Promoters could materially adversely impact our business performance and operations.*

We are dependent on our Promoters, in particular STL, for setting the overall strategic business direction of our Company. We derive meaningful synergies by partnering with our Promoter, STL, and by offering a unified “go-to-market” (“GTM”) through which we augment our colocation, build-to-suit, interconnection, and value-added services with complementary offerings from STL. Our clients can avail themselves of the network connectivity services provided by our Promoter, STL, and clients of our Promoter, STL, can avail themselves of the data center solutions that we offer. If our Promoter, STL, and we become unable to maintain a converged offering of services, our client relationships may be adversely impacted, and we may not be able to acquire new clients, all of which would have a material adverse impact on our business, financial condition and results of operations.

Further, our Promoter, STL is the lessor of the immovable property where the Registered and Corporate Office of our Company is located. In addition, STL owns the registered trademarks for the “Sify” brand and other brand names associated with our data center business, such as ‘Fortknox’, ‘Keeping You Ahead’ and ‘Sify DC Container’. As of the date of this Draft Red Herring Prospectus, our Company uses certain registered trademarks pursuant to the permitted user agreements executed with STL, each dated April 12, 2021. The details of such trademarks are set out in the following table.

S. No.	Particulars	Registered proprietor	Registration number	Class	Date of registration	Date of expiry
1.	‘Sify’	STL	1055294	9	October 30, 2001	October 30, 2031
			1055295	16	October 30, 2001	October 30, 2031
			1715709	99	July 30, 2008	July 30, 2028
2.	‘Sify DC Container’	STL	3346298	42	August 26, 2016	August 26, 2026
3.	‘Keeping you ahead’	STL	1614613	99	October 24, 2007	October 24, 2027
4.	‘Fortknox’	STL	1152041	9	November 20, 2002	November 20, 2032
			1152040	16	November 20, 2002	November 20, 2032

Pursuant to the terms of the permitted user agreement, dated April 12, 2021 (the “**Sify Brand Licensing Agreement**”), we may use the “Sify” brand on a range of services related to data center operations and other allied services provided by our Company, including for the purpose of advertising our goods and services. In accordance with the terms of the Sify Brand Licensing Agreement, our Company is licensed to use the ‘Sify’ trademark in perpetuity, subject to the Business Transfer Agreement dated January 28, 2021, executed between our Company and STL, and unless terminated by STL with prior written notice of at least 90 days. For further details, see “History and Certain Corporate Matters - *Business Transfer Agreement dated January 28, 2021 executed between our Company and STL*” and “*Government and Other Approvals – Intellectual Property*” on pages 321 and 474. We cannot assure you that the Sify Brand Licensing Agreement will not be terminated or that we will not lose the right to continue to use the brand name “Sify”. Such loss of brand identity could have a material adverse impact on our relationships with our clients, on our ability to acquire new clients, and consequently on our business prospects and results of operations.

10. *The operation of our businesses is highly dependent on information technology, and we are subject to risks arising from any failure of, or inadequacies in, our IT system.*

Our operations rely on the effectiveness of our IT systems and on our IT systems for various internal processes, such as procurement, staffing, client relations and accounting. We also need to have sophisticated technology systems in place to anticipate and meet the further growth and expansion requirements of our business. While we have not experienced such instances in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, any failure of, or inadequacies in our IT systems would impair our ability to effectively carry out our business operations, which could materially and adversely affect our competitiveness, financial condition, cash flows and results of operations.

While we regularly monitor and upgrade our IT systems, we cannot assure that we will be able to continue to do so in the future in a time and cost-efficient manner. Although we back up our business data regularly and have a contingency disaster recovery database / back up for our businesses, there is no assurance that our disaster recovery planning is adequate for all eventualities. Our technology operations are also vulnerable to disruptions from human error, catastrophic events including natural disasters, power failure, computer viruses, spam attacks, ransomware, distributed denial of services attacks, unauthorized access, data leakage and other similar events, and we may not be able to adapt to the evolving technology in the industry. While we have not experienced such instances in the three months ended June 30, 2025, or during Fiscals

2025, 2024 and 2023, any external information security breach, such as hacker attacks, frauds, virus or worm infestation of our IT systems, or an internal problem with information protection, such as failure to control access to sensitive systems, could materially interrupt our business operations or cause disclosure or modification of sensitive or confidential information.

11. *We operate in a highly competitive and dynamic environment and we may not be able to compete successfully, which could result in price reductions, reduced operating margins and loss of market share.*

The data center industry in which we operate can be highly competitive, characterized by a growing number of participants and subject to rapid change. We face competition from large international players, who increasingly penetrate the Indian data center market, by leveraging on their global scale, brand strength and vast financial resources. In addition, we face competition from boutique, private-equity-backed players. According to the ILLIUM and C&W Report, several new private equity-backed platforms have recently entered or are entering the Indian data center market, signaling growing investor confidence and heightened interest in the sector's long-term potential. For further information, see "*Our Business — Competition*" on page 303 and "*Basis of Offer Price—9. Comparison of the KPIs of our Company with Listed Industry Peers*" on page 144. We expect competition to persist and potentially intensify. Further, large international operators may set up data centers in India in direct competition with us.

Our competitors may have greater financial, technical, technological and marketing resources and greater name recognition in the data centers industry than us, both within India and internationally. They may be able to compete more aggressively on pricing or devote greater resources to the development and promotion of their services, or bundle their offerings with infrastructure, technology or services that we may not be able to provide. In addition, the industry may also undergo consolidation, which may result in increased competition in our target markets from larger firms that have substantially greater financial, marketing or technical resources, may be able to offer lower prices, additional services or other incentives that we may not be able to match. Increased competition could also result in price reductions, reduced operating margins and loss of market share for us. Additionally, our existing clients may choose to hire us and our competitors to provide different services, or may enter into exclusive arrangements with our competitors, possibly impeding our strategy to scale up business with these existing clients and negatively impacting our results. Some of our clients may, for various reasons, including to diversify geographically or mitigate vendor concentration risk, seek to reduce their dependence on any one country or vendor and may seek to outsource their operations to other countries or vendors. We cannot assure you that we will compete successfully with existing or new competitors or that competitive pressures will not materially impact our business, financial condition and results of operations.

In addition, we may be required to change our pricing model from time to time, including as a result of economic conditions, general reductions in our clients' spending levels, pricing studies, or changes in how our services are broadly offered. Similarly, as we introduce new services, or as a result of the evolution of our existing services, we may have difficulty determining the appropriate price structure for our services. If we are unable to modify or develop pricing models and strategies that are attractive to existing and prospective clients, while enabling us to significantly grow our sales and revenue relative to our associated costs and expenses in a reasonable period of time, our business, financial condition, results of operations and cash flows may be adversely affected.

12. *Our business is subject to evolving laws regarding privacy, data protection and other related matters. Many of these laws are subject to change and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or declines in client growth or engagement, which may harm our business.*

We are subject to laws and regulations that prescribe how we handle matters including privacy and data protection, content, intellectual property, data security, data retention and deletion, protection of personal information, electronic contracts and other communications. The expansion of our solutions or services has in the past subjected us and will continue to subject us to additional laws and regulations.

In India, there are a number of potential changes to the regulations relating to personal data, the privacy and data protection laws that may subject us to additional potential compliance requirements. We are also required to comply with numerous existing laws and regulations in India that address cybersecurity and data protection, including the Indian Information Technology Act, 2000 and the rules thereof, the Indian Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, as amended and the Indian Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, as amended, all of which influence the way in which we operate our business. Any perceived or actual breach of laws, regulations and standards could result in investigations, regulatory inquiries, litigation, fines, injunctions, negative client sentiment, impairment of our existing or planned solutions and services, or otherwise negatively impact our business. Additionally, the Digital Personal Data Protection Act, 2023 ("**Data Protection Act**") has been enacted for implementing organizational and technical measures

in processing personal data laying down norms for cross-border transfer of personal data to ensure the accountability of entities processing personal data. The Data Protection Act introduced stricter data protection norms for an entity such as ours and may impact our processes. The Indian Ministry of Electronics and Information Technology has also recently released the Draft Digital Personal Data Protection Rules, 2025 (“**Draft DPDP Rules**”) for public consultation. The Draft DPDP Rules, regulate the processing of personal data in India, ensuring individuals privacy rights are protected. The Draft DPDP Rules applies to all entities that process digital personal data, both within India and abroad. The Draft DPDP Rules provide, *inter alia*, that any entity processing personal data within India or outside India (in relation to offering goods/services to data principals in India) may only transfer personal data to any country/ territory outside India subject to restrictions imposed by the Government of India on making such personal data available to a foreign state or entities or agencies under its control. The Draft DPDP Rules mandate the conduct of data protection impact assessments for high-risk processing activities and requires the notification of data breaches within a stipulated timeframe. The Draft DPDP will be gradually enforced, with timelines for implementation set by the Government of India. Our attempts to comply with applicable legal requirements including the Data Protection Act, Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, among other rules and regulations applicable to us, may not be successful, and may also lead to increased costs for compliance. There can be no assurance that our existing privacy and personal protection systems and technical measures, such as web application firewalls, anti-bot software, automated throttling and IP reputation checks, will be considered sufficient under applicable laws and regulations. For further information, see “*Key Regulations and Policies in India*” on page 308. Changes in laws could impact our practices or subject us to stricter requirements. While we have not faced any instances of non-compliance with applicable data privacy and protection laws in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

We have implemented a cybersecurity policy which streamlines our handling of client personal information, including data storage procedures and data destruction protocols. However, any failure, or perceived failure, by us to comply with any applicable regulatory requirements, including but not limited to privacy, data protection, information security, or consumer protection related privacy laws and regulations, could result in proceedings or actions against us by governmental entities or individuals. This may subject us to fines, penalties, and/ or judgments which may adversely affect our business and reputation. Furthermore, despite our efforts to comply with applicable laws, regulations, and other obligations relating to privacy, data protection, and information security, it is possible that our interpretations of the law or practices could be inconsistent with or fail or be alleged to fail to meet all requirements of, such laws, regulations, or contractual obligations.

13. *We are exposed to counterparty credit risk and any delay in, or non-receipt of, payments may materially and adversely affect our cash flows.*

As part of our standard payment terms under the agreements and orders, we provide our clients with certain credit periods, as part of our standard payment terms, thereby exposing us to counterparty credit risk, including significant delays in receiving payments or non-receipt of payment. The credit period offered by our suppliers is generally 30 days which is within the credit period range of 25-60 days that we generally grant to our clients. There can be no assurance that we will not experience any significant cash flow mismatches in the future or that our cash flow management measures will function properly, or at all. This risk may be exacerbated if there is a further decrease in holding period of trade payables or there is a requirement to pay higher price for materials, spares and components or a requirement to pay excessive advances for procurement of materials. The details of our outstanding net trade receivables as a percentage of our total revenue from operations have been provided in the table below for the period/Fiscals indicated.

Particulars	As of June 30, 2025		As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Outstanding (₹ in million)	Percentage of total revenue from operations (%)						
Outstanding net trade receivables	3,464.31	21.73	2,879.27	20.16%	2,612.80	23.45%	2,606.20	25.52%
No. of debtor days ¹	67	-	62	-	73	-	79	-

Note:

(1) Number of debtor days is calculated as outstanding receivables / revenue from operations (inclusive of 18% GST) multiplied by 365.

The financial condition of our clients, suppliers and other counterparties may be affected by the performance of their businesses which may be impacted by several factors, including general economic conditions, which may be beyond our

control. A slowdown in the general economy or a potential credit crisis could cause our clients or suppliers to suffer disruptions in their businesses or experience financial distress, their access to the credit markets could be limited, and they could file for insolvency or bankruptcy protection and there can be no assurance regarding the continued viability of our counterparties or that we will accurately assess their creditworthiness. Such conditions could cause our clients to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. While we have not been materially impacted by client payment delinquency in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not be so impacted in the future. The following table shows the amounts of bad debt written off during the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	<i>(₹ in million)</i>			
Bad debts written off	13.70	11.65	11.00	4.10

There can be no assurance that we will be able to collect the whole or any part of any overdue payments and a significant delay in, or non-receipt of, large payments or non-performance by our clients, suppliers or other counterparties could adversely affect our cash flows and results of operations.

Timely collection of dues from clients also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. If we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our client balances, which could adversely affect our cash flows and results of operations.

- 14. *If our Promoter, STL, fails to continue to satisfy applicable NASDAQ listing standards, including compliance with the minimum bid price of listed securities requirement, its securities may be delisted from the NASDAQ, which may have an adverse impact on the price of the Equity Shares proposed to be listed on Stock Exchanges.***

Our Promoter, STL, is a “foreign private issuer” under the rules of the U.S. Securities and Exchange Commission, whose ADSs evidenced by ADRs are listed on the NASDAQ, and is subject to the NASDAQ continued listing requirements (the “NASDAQ Rules”), including minimum bid price requirements for its securities. STL has, in the past, received notices of non-compliance from NASDAQ when the price of its ADSs was below US\$1.00 per security for 30 consecutive trading days. In July 2024, STL received a letter from the Listing Qualification Department of NASDAQ indicating that STL had not met the minimum bid price of US\$1.00 per ADR required for continued listing on the NASDAQ. Although STL has regained compliance with the NASDAQ continued listing requirements in the past, we cannot assure you that STL will continue to be in compliance with NASDAQ’s listing requirements. In the event that STL fails to meet, or cure any deficiency under, the listing requirements under the NASDAQ Rules, its securities may be delisted from the NASDAQ and moved to the over-the-counter trading platform, which may have a material adverse effect on the price of our Equity Shares.

- 15. *We rely on our suppliers for various critical aspects of our infrastructure. If any of our top 10 suppliers ceased supplying products/services to us and we were unable to find a supplier to replace it at a comparable cost and specifications, it could have an adverse effect on our business, financial condition, results of operations, and cash flows.***

Our top 10 suppliers for the three months ended June 30, 2025, and for Fiscals 2025, 2024 and 2023 provided us with electricity to power our operations and a broad range of essential equipment and construction services. Essential equipment supplied included fundamental IT infrastructure. Furthermore, we secured data center related materials and annual maintenance contracts. We also rely on external vendors for various critical aspects of our information technology infrastructure, including lease providers, infrastructure support teams.

The table below sets forth the cost of supplies from our top supplier, top five suppliers and top 10 suppliers based on their contribution to our total expenses for the three months ended June 30, 2025, and for Fiscals 2025, 2024 and 2023, as well as such costs as percentage of our other expenses plus additions to property, plant and equipment, excluding land.

Particulars	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Top supplier	657.48	17.09	2,828.02	22.20	2,135.74	20.79	2,564.57	28.11
Top 3 suppliers	913.53	23.74	4,111.97	32.28	3,217.17	31.31	3,362.40	36.86
Top 5 suppliers	1,125.24	29.24	4,921.73	38.63	3,972.44	38.66	3,784.08	41.48
Top 10 suppliers	1,354.61	35.20	5,568.66	43.71	4,508.33	43.88	4,130.44	45.28

Note: The names of the suppliers have not been disclosed in this Draft Red Herring Prospectus due to confidentiality reasons and non-receipt of consent from these suppliers. The suppliers shown are the top suppliers in terms of total expenses for each of the respective years/ periods and may not necessarily be the same suppliers.

For further information, see “— 3. Reduction in power supply, rising power expenses and unavailability of fuel may disrupt our data center operations and our profitability could decline.” on page 37.

We purchase some of these products and services on a purchase order basis. While we believe that we may be able to find alternative supplier(s) at competitive prices if a supplier ceases to do business with us or is unable to supply us, there can be no assurance that we may be able to identify such alternative arrangements and comparable pricing within a stipulated period. We have been able to purchase or procure all of the products and services we needed for our business in the three months ended June 30, 2025, and during Fiscals 2025, 2024 and 2023. However, there can be no assurance that this will always be the case and if any of our top suppliers ceases to sell us the products and services we need and we are unable to find one or more suppliers to replace them, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our dependence on external vendors may limit our control over the quality and timeliness of our services, potentially leading to delays in data center project implementation and increased costs. This dependency exposes us to several risks, including potential disruptions in service due to vendor-related issues such as financial instability and operational failures. We may also face challenges in integrating new technologies or systems provided by external vendors with our existing infrastructure, which could result in operational inefficiencies and increased vulnerability to cyber threats. Moreover, delays or quality issues with our vendors may delay the development of our data centers, which may have a material adverse impact on our operations. While we have not faced any such instances in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, any failure to effectively manage our external vendors could have an adverse effect on our business, financial condition, results of operations, and cash flows.

16. *Our client base may decline if our clients or potential clients build data centers for themselves or expand their own existing data centers, which would have a material adverse impact on our business and results of operations.*

The growth of our business is linked to the outsourcing budgets of our current and prospective clients, and their strategic decisions on whether to outsource their data center services requirements. These elements are affected by many factors which are not within our control. As businesses become more efficient at managing their processes internally and benefit from technological advances, their need of services like ours may decline.

A buildup of new data centers or reduced demand for data center services could result in an oversupply of data center capacity in large commercial centers in India. Excess data center capacity could lower the value of data center services and limit the number of economically attractive markets or clients that are available to us.

In addition, some of our clients may develop their own data center facilities. In particular, our Hyperscaler clients who are global players, with technological expertise, may in the future elect to develop their own data center infrastructure in India. Other clients with their own existing data centers may choose to expand their data center operations in the future. In the event that any of our key clients were to develop or expand their data centers, we may lose business or face pressure as to the pricing of our services. While our business has not been impacted by such developments in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not be so impacted in the future.

Moreover, if we fail to offer services that are cost-competitive and operationally advantageous as compared with services provided in-house by our clients, we may lose clients or fail to attract new clients. If we lose a client, there is no assurance that we would be able to replace that client at the same or a higher rate, or at all, and our business and results of operations

would suffer.

17. ***Our contractual arrangements with our clients generally contain fixed-term pricing mechanisms and customary termination rights. If our costs of operation increase over the contract period or our clients exercise termination rights, our business and results of operations could be materially adversely affected.***

We focus on building long-term relationships with our clients, and consequently enter into long-term contractual agreements for the provision of our services and solutions. The following table shows the percentage of our total revenue associated with contract terms of at least 7 years, and with 5 years of average contract life remaining.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(%)			
Percentage of our total revenue associated with contract terms of at least 7 years, and with 5 years of average contract life remaining	67.04	68.34	64.06	67.04

Our contractual arrangements with our clients generally contain fixed-term pricing mechanisms, and annual pricing escalation formulas, with increases ranging from 2.00% to 4.00% per annum, however, we otherwise have limited rights to increase the prices at which we offer our solutions during the term of a contract. If our costs of operations increase over a contract period, we may be unable to pass those increases onto our clients, which may adversely impact our profitability and results of operations. In addition, our contractual arrangements include customary termination rights in certain circumstances, and curial dispute resolution processes, including in our clients' jurisdictions. If our clients chose to exercise any termination rights, or not renew our contracts with us, our financial condition, cash flows and results of operations may be materially adversely affected. None of our clients have exercised any termination rights under their agreements with us during the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023. If our clients or we invoke the dispute resolution processes contemplated in our contractual arrangements, in particular in the jurisdictions of our clients, the costs of bringing or defending such actions may have a material adverse impact on our financial condition.

18. ***Our operations are subject to extensive regulations, which require us to obtain, renew and comply with the terms of various approvals, licenses and permits. Delays or a failure to obtain such licenses and permits will adversely affect our operations and may have an impact on our cash flows.***

The development and operation of data centers in India is subject to a broad range of central and state laws and regulations, including those relating to environmental protection, health and safety, information technology, data protection and cyber security. These laws require us to obtain, maintain and comply with a large number of approvals, licenses, registrations and permits at different stages of development and operation of data centers. For example, prior to the commencement of construction we are required to obtain a consent to establish from the relevant pollution control board and, in certain cases, height clearance from the Airport Authority of India, an environmental clearance under the Environment (Protection) Act, 1986 and the rules and notifications issued thereunder. Some of the approvals and licenses granted to us are subject to periodic renewals or are pending grant by the relevant authorities.

While we apply for such approvals in the ordinary course, the timing of their grant is not within our control and may be affected by administrative factors, including judicial directions which may adversely impact functioning of appraisal committees and consequently delay in issuance of such approvals. We cannot assure you that such approvals will be granted in the expected timeframe, or that the authorities will not impose additional conditions, requirements or, if they consider us to have been non-compliant, remedial directions or penalties in connection with their grant.

Similarly, there can be no assurance that approvals, licenses, registrations and permits issued to us will not be suspended or revoked for non-compliance or alleged non-compliance with their terms or conditions, or pursuant to any regulatory action. Our approvals and licenses are subject to numerous conditions, some of which are onerous and require us to incur substantial expenditure. Any failure to obtain, maintain or comply with such approvals, or any suspension or revocation thereof, could adversely affect our business, prospects, reputation, financial condition, results of operations and cash flows.

In addition, in certain of our data centers the obligation to apply for and maintain statutory and regulatory approvals rests with the principal lessor or sub-lessor, and not with us as the lessee or sub-lessee. For instance, in terms of the lease deeds underlying our Vashi Data Center, our Company is only obliged to obtain permissions, sanctions or licenses necessary for the conduct of trade. If the principal lessor or sub-lessor fails to obtain or renew such approvals in a timely manner, our

operations may be rendered non-compliant, which could subject us to penalties and adversely affect our business, results of operations and cash flows. Further, certain approvals in relation to our data centers are in the name of the principal lessor or sub-lessor, and not in our Company's name.

If our operations are found to be not in compliance of these regulations, we may be required to incur costs to control and remedy such non-compliance, may be subject to legal liabilities including damages and penalties, and may suffer loss of approvals and damage to our reputation, which could impair our ability to retain existing customers and win new business. In the future, changes in law or policy may result in stricter regulation and increase our compliance costs, and we may not be able to pass such costs on to our customers. Although we have not been subject to any regulatory action in the last three Fiscal Years and three months ended June 30, 2025, there can be no assurance that we will not be subjected to them in the future.

For further details of the regulations and approvals applicable to our operations, see "*Key Regulations and Policies in India*" and "*Government and Other Approvals*" on pages 308 and 472, respectively.

19. *Certain immediate relatives of our Promoters, who are deemed to be a part of our Promoter Group under the SEBI ICDR Regulations, have not provided their consent to be identified as members of our Promoter Group and have not provided information in respect of themselves and their relevant entities as Promoter Group. Consequently, we cannot assure you that the disclosures relating to such members of our Promoter Group are complete or up-to-date.*

Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, an 'immediate relative' of a promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or the spouse) is required to form part of the 'promoter group'. Accordingly, Ramakrishnama Raju Uddaraju, Krishna Prasad Uddaraju, Kasi Viswanadha Raju Uddaraju, Rama Lakshmi Pathi Bhogaraju Uddaraju (brothers of Vegesna Bala Saraswathi and brothers-in-law of Vegesna Ananta Koti Raju), Kalidindi Vijaya Lakshmi (sister of Vegesna Bala Saraswathi and sister-in-law of Vegesna Ananta Koti Raju), and Vegesna Venkata Subba Yesudata Raju (father of Vegesna Ananta Koti Raju and father-in-law of Vegesna Bala Saraswathi) ("**Disassociated PG Individuals**") and Ananda Enterprises (India) Private Limited, Ananda Aqua Exports Private Limited, Ananda Bhagavati Foods Private Limited, Indus Mega Food Park Private Limited and any other entities/body corporates/firms/HUFs in which the Disassociated PG Individuals may have interest (individually or collectively) qualify as members of our promoter group in accordance with Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations ("**Disassociated PG Entities**", together with the Disassociated PG Individuals, the "**Disassociated Group**"). In the absence of any information and confirmations required from the Disassociated PG Individuals, we are unable to ascertain a comprehensive and exhaustive list of the Disassociated PG Entities.

Pursuant to letters addressed to our Company, the Disassociated PG Individuals have expressed their intent to disassociate from the Company and its Promoters, and do not wish to be considered part of the Promoter Group. Consequently, they have not agreed to provide the requisite confirmations and undertakings for themselves and their Disassociated PG Entities in their capacity as promoter group of our Company. Given that the Disassociated PG Individuals have not provided the relevant information or confirmations required under the SEBI ICDR Regulations, our Company has included disclosures pertaining to them and their relevant entities as members of the Promoter Group in the section "*Our Promoters and Promoter Group*" on page 341, based on, and limited to the extent of information available and accessible in the public domain published on the websites of Watchout Investors, CIBIL, BSE Limited, National Stock Exchange of India Limited, and MCA, in order to comply with the requirements of the SEBI ICDR Regulations. Further, In the absence of relevant information and confirmations from the Disassociated PG Individuals, we are unable to ascertain a comprehensive and exhaustive list of the Disassociated PG Entities.

Our Company has filed an exemption application, under Regulation 300(1)(c) of the SEBI ICDR Regulations requesting the SEBI seeking exemption under Regulation 300(1)(c) of the SEBI ICDR Regulations from disclosing details of the Disassociated Group as members of the Promoter Group, to the extent that such information is not available in the public domain. Accordingly, to such extent, disclosures pertaining to the Disassociated PG Individuals and their relevant entities as members of the Promoter Group of our Company included in this Draft Red Herring Prospectus may be limited to publicly available information and may not be complete or up-to-date in the context of the requirements of the SEBI ICDR Regulations.

20. *Our business has grown significantly over the past few years and we may be unable to sustain a similar growth trajectory in the future.*

Our business has grown significantly over the past few years. The table below sets forth certain metrics for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025 ⁽¹⁾	Fiscal 2025	% change compared to previous fiscal year	Fiscal 2024	% change compared to previous fiscal year	Fiscal 2023
<i>(₹ in million, except percentages)</i>						
Revenue from operations	3,985.98	14,283.65	28.20%	11,141.70	9.09%	10,213.40
EBITDA ⁽²⁾	1,767.18	6,342.46	36.32%	4,652.65	12.76%	4,126.06
Profit after tax	136.32	1,263.60	35.51%	932.48	(3.56)%	966.86

Notes:

(1) Percentage change compared to the three months ended June 30, 2024, is not available, as the Company has not reported restated consolidated financial statements for the three months ended June 30, 2024.

(2) EBITDA is calculated as earnings before interest expense, taxes, depreciation and amortization less other income.

We may not be able to sustain our historical growth rate for various reasons beyond our control. Success in executing our growth strategy is contingent upon, among other factors: making accurate estimates of market demand; designing appropriate facilities that meet the needs of our clients; procuring materials and parts, such as IT hardware, at cost-effective prices; employing skilled employees; obtaining financing for our expansion plans; negotiating favorable payment terms with clients and entering into contractual arrangements that are commercially acceptable to us; and continued availability of economic incentives along expected lines.

Our existing operations, personnel and systems may not be adequate to support our growth and expansion plans and we may be required to make additional investments in our business systems and processes, and manage our employee base.

As we expand our operations, we also expect to encounter additional challenges in relation to regulatory hurdles and capital financing. These factors may restrict our ability to take advantage of market opportunities, execute our expansion plans successfully, respond to competitive pressures and maintain our historical growth rates.

21. *Under-utilization of our data center capacity could have an adverse effect on our business, prospects, financial performance and cash flows.*

The following table sets forth certain information relating to capacity utilization of our operational data centers, calculated on the basis of the design capacity, installed capacity and actual utilized capacity for each of the relevant periods, as certified by the Independent Chartered Engineer by way of his letter certificate, dated October 16, 2025.

(The remainder of this page has been left intentionally blank)

No.	Data Center	Three months ended June 30, 2025				Fiscal 2025				Fiscal 2024				Fiscal 2023			
		Built Capacity ¹ (MW ⁵)	Installed Capacity ² (MW ⁵)	Operational Capacity ³ (MW ⁵)	Capacity Utilization ⁴ (%)	Built Capacity ¹ (MW ⁵)	Installed Capacity ² (MW ⁵)	Operational Capacity ³ (MW ⁵)	Capacity Utilization ⁴ (%)	Built Capacity ¹ (MW ⁵)	Installed Capacity ² (MW ⁵)	Operational Capacity ³ (MW ⁵)	Capacity Utilization ⁴ (%)	Built Capacity ¹ (MW ⁵)	Installed Capacity ² (MW ⁵)	Operational Capacity ³ (MW ⁵)	Capacity Utilization ⁴ (%)
1	Rabale Towers 1 & 2	21.64	21.64	21.41	98.93%	21.64	21.64	21.41	98.93%	21.64	21.64	21.08	97.42%	21.64	21.64	21.08	97.42%
2	Rabale Tower 3	24.00	24.00	24.00	100.00%	24.00	24.00	24.00	100.00%	24.00	24.00	24.00	100.00%	24.00	24.00	24.00	100.00%
3	Rabale Tower 4	8.10	8.10	7.95	98.15%	8.10	8.10	7.95	98.15%	8.10	8.10	7.95	98.15%	8.10	8.10	7.55	93.21%
4	Rabale Tower 5	43.20	30.24	28.39	93.88%	43.20	30.24	28.39	93.88%	43.20	6.48	6.48	100.00%	-	-	-	-
5	Noida 01 Data Center	10.96	10.96	10.85	98.97%	10.96	10.96	10.85	98.97%	10.96	10.96	10.80	98.54%	10.96	10.96	10.80	98.54%
6	Noida 02 Data Center (Tower B)	25.92	4.32	2.26	52.31%	25.92	4.32	2.26	52.31%	-	-	-	-	-	-	-	-
7	Hyderabad	14.40	14.40	8.55	59.35%	14.40	14.40	8.55	59.35%	14.40	14.40	8.20	56.97%	14.40	14.40	7.99	55.45%
8	Airoli	4.05	4.05	3.10	76.47%	4.05	4.05	3.10	76.47%	4.05	4.05	2.97	73.43%	4.05	4.05	2.59	63.93%
9	Bangalore	4.82	4.82	2.60	53.94%	4.82	4.82	2.60	53.94%	4.82	4.82	2.32	48.13%	4.82	4.82	2.22	46.08%
10	Vashi	0.38	0.38	0.38	100.00%	0.38	0.38	0.38	100.00%	0.38	0.38	0.38	100.00%	0.38	0.38	0.26	69.86%
11	Chennai 01 Data Center	3.58	3.58	1.87	52.21%	3.58	3.58	1.87	52.21%	3.58	3.58	1.29	36.11%	3.21	1.58	0.59	37.34%
12	Chennai 02 Data Center (Tower B)	25.92	4.32	2.30	53.24%	25.92	-	-	-	-	-	-	-	-	-	-	-
13	Kolkata	1.08	1.08	0.03	2.41%	1.08	1.08	0.03	2.41%	1.08	1.08	0.01	1.16%	1.08	1.08	0.01	1.16%
	Total	188.04	131.88	113.67		188.04	127.56	111.37		136.20	99.48	85.49		92.63	91.00	77.09	

Notes:

- (1) Built Capacity is the maximum IT load a data center is engineered to support, based on business requirements, space planning, and infrastructure feasibility. This has been calculated based on the present design specifications in the respective data centers, using total planned electrical load and design power density.
- (2) Installed Capacity is the portion of built capacity that is equipped, powered and commissioned for operation. This has been calculated based on the present equipment installed in the respective data centers.
- (3) Operational Capacity is the total IT power capacity that has been sold to customers during the year / periods for which revenue from operations is generated. This has been calculated based on contracted load or committed IT power sold to customers.
- (4) Capacity utilization is the operational capacity as a percentage of installed capacity.
- (5) The unit of measure is MW and is arrived at by multiplying the number of UPS units required to power the facility x their individual capacity.

While we have adequately utilized our existing capacity during the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023, we cannot give assurance that we will be able to continue to do so in the future.

Under-utilization of our data center capacities could adversely affect our business, prospects, financial performance and cash flows. Our operating results heavily depend on capacity utilization, yet high capacity does not guarantee higher revenues or profitability. Our expansion plans are based on demand forecasts influenced by factors such as industry trends and client preferences, which depend on prevailing economic conditions. If these assumptions prove incorrect, our expanded capacities may be underutilized. Efficient utilization of our expanded data center capacity is subject to factors beyond our control. In cases of oversupply or lack of demand, we may face difficulties in using this capacity efficiently. Prolonged or significant short-term under-utilization of our centers could negatively impact our business, growth prospects and financial performance.

Information relating to the installed capacity and capacity utilization of our data centers included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by the Independent Chartered Engineer, in the calculation of the installed capacity and capacity utilization of our data centers. For further information see “*Our Business—Capacity and Capacity Utilization*” on page 300.

22. *Despite cost-reduction measures, our future operating results could fluctuate in part because our expenses are relatively fixed in the short-term while future revenues may be uncertain, and any adverse fluctuations could negatively impact the price of our Equity Shares.*

Our revenues, expenses and operating results have varied in the past and may fluctuate in the future due to a number of factors, such as power costs and security charges, which are outside our control. A significant portion of our investment and cost base is relatively fixed in the short term. Our future revenues are relatively difficult to forecast and, in addition to the foregoing, will depend on the following:

- the timing and nature of any agreements we enter into with our key clients;
- services, products or pricing policies introduced by our competitors;
- capital expenditure and other costs relating to our operations;
- the timing and nature of our marketing efforts;
- the introduction of alternative, newer, technologies; and
- technical difficulties or system failures affecting the data center infrastructure in India or the internet generally.

We plan to continue to expand and enhance our data center footprint and capabilities. Many of our expenses are relatively fixed in the short-term, such as the costs of acquiring land and construction costs. While our revenues have increased in the last three Fiscal Years, we cannot assure you that our revenue scale up will continue to increase in proportion to the increase in our expenses. We may also be unable to adjust spending quickly enough to offset any unexpected revenues shortfall. This could lead to a shortfall in revenues in relation to our expenses.

You should not rely on yearly comparisons of our results of operations as indicators of future performance.

23. *If our data centers are not sufficiently competitive in terms of green features, our clients may choose different data center services providers, which could have a material adverse impact on our business, profitability and results of operations.*

We may fail to convert our existing data centers and/or build new data centers in line with the Leadership in Energy and Environmental Design (“**LEED**”) Commercial Interior program. LEED certification is an internationally recognized program developed by the United States Green Building Council. Our data centers are all situated in India, and we use the Indian equivalent of LEED, India Green Building Council (“**IGBC**”), which is administered by the Confederation of Indian Industries. The IGBC certification offers a comprehensive framework tailored for Indian operating conditions, and evaluates site selection, energy and water efficiency, material use and waste segregation, indoor environmental quality and operational stability and real-time monitoring, according to the ILLUMINATE and C&W Report. Unique features of the IGBC certification include a focus on IT infrastructure, operational monitoring and management, ISO Class 8 cleanliness and air quality and pre-certification site verification, according to the ILLUMINATE and C&W Report. The Tower B facility at the Chennai 02 Data Center has been awarded the Indian Green Building Council Platinum rating. In addition, the Tower 5 facility at our Rabale Data Center campus and the Tower B facility at the Noida 02 Data Center have received certifications from IGBC. Our service providers for the products used in our data centers have to submit their products for energy efficiency rating to IGBC. Only post-certification are these products implemented in our data centers. We also have independent green measures in place such as site ecology, water conservation, smart energy meters and equipment, reduction of CO₂ emissions, high recycle content, effective waste management and eco-friendly interiors. However, increased demand for green data centers may hamper the marketing of our existing

data centers that are not LEED certified.

Regulations around climate change force us to adopt actionable sustainability strategies into every operational facet from initial design through procurement, construction, and ongoing operations which increases the cost of building and operating a data center, and this may have an impact on our revenue.

24. *Clients who rely on us for the colocation of their servers could potentially sue us for damages if there are disruptions in our services, which could impact our financial condition.*

As our services are critical to many of our clients' business operations, any significant disruption to our services could result in damages to our clients. Although some of our client contracts contain provisions attempting to limit our liability for breach of the agreement, there can be no assurance that a court would enforce any contractual limitations on our liability in the event that one of our clients brings a lawsuit against us as the result of a service interruption that they may ascribe to us. While we have not been the subject of claims from our clients in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not become the subject to such claims in the future. The outcome of any such lawsuit would depend on the specific facts of the case and any legal and policy considerations that we may not be able to mitigate. In such cases, we could be liable for damage awards. In addition, if we are involved in such suits or proceedings in the future, our reputation in the industry may be materially affected. Moreover, any adverse rulings in any such proceedings could prompt other clients to commence proceedings against us, all of which may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

We have limited the extent of our liability in our client agreements, except for intentional breaches of intellectual property rights of third parties, breaches of confidentiality, grant of unauthorized access to systems and servers of our clients, wilful default or abandonment of services for reasons solely attributable to us. The successful assertion of a large claim against us in amounts greater than those covered by our insurance policies could materially and adversely affect our business, financial condition and results of operations. Even if claims against us are unsuccessful, we may incur substantial legal fees in defending ourselves and suffer reputational harm.

25. *Failures in network infrastructure or network connectivity at our data centers may have a material adverse impact on our operations.*

The successful operation of data centers requires access to, among other matters, appropriate network infrastructure and connectivity. Our data centers are carrier-neutral, which means that we offer our clients the ability to connect to the network providers of their choice. If the network infrastructure of third-party carriers fails, or network connectivity at our data centers is impacted by outages or other disruptions, we may be unable to provide our clients with a critical service that they require, and our business may be materially adversely affected. While we have not experienced network connectivity disruptions at our operations in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not experience such disruptions in the future.

Moreover, while our Promoter, STL, provides network connectivity through a dense network, which includes seamless subsea connectivity to inland, a domestic multi-mesh network, availability of dark fiber and a large software-defined wide area network, there can be no assurance that such network connectivity would not experience disruption or other outages, which would impact our ability to offer our solutions to our clients. If our Promoter, STL, were to experience such disruptions to connectivity, our operations would be disrupted, which could in turn affect our financial condition.

26. *Our Company, some of our Directors and our Promoters are subjected to certain legal and other proceedings. Any adverse outcome in such proceedings may have an adverse effect on our business, results of operations and financial condition.*

In the ordinary course of business, our Company and some of our Directors and Promoters are subjected to certain legal proceedings, which are pending at different levels of adjudication before various courts, tribunals and statutory, regulatory and other judicial authorities in India, and, if determined adversely, could affect our reputation, business, results of operations and financial condition. We cannot assure you that these legal proceedings will be decided favorably or that no further liability will arise from these claims in the future.

A summary of outstanding litigation involving our Company, Directors, Key Managerial Personnel, members of Senior Management and Promoters ("**Relevant Parties**") (as applicable) are set forth below:

Name of entity	Criminal proceeding	Tax proceeding	Statutory or regulatory proceeding	Disciplinary action by SEBI or Stock Exchanges	Material civil litigation	Aggregate amount involved* (in ₹ million)
Company						
By our Company	Nil	NA	NA	NA	Nil	Nil
Against our Company	2	2	2	NA	1	116.65
Directors^{&}						
By the Directors	Nil	NA	NA	NA	Nil	Nil
Against the directors	1	Nil	Nil	NA	1	Nil
Promoters^β						
By the Promoters	1	NA	NA	NA	2	4,534.12
Against the Promoters	2	73 ^{^#Ω}	5 [@]	Nil	Nil	3,168.36 ^{^#Ω}
Key Managerial Personnel						
By our Key Managerial Personnel	Nil	NA	NA	NA	NA	Nil
Against our Key Managerial Personnel	Nil	NA	Nil	NA	NA	Nil
Senior Management						
By members of our Senior Management	Nil	NA	NA	NA	NA	Nil
Against members of our Senior Management	Nil	NA	Nil	NA	NA	Nil

* To the extent quantifiable.

[&] Other than matters involving our Promoters.

[^] In relation to certain tax proceedings the amount has been derived after adjusting for payments amounting to ₹158.77 million towards direct taxes and ₹105.48 million towards indirect taxes, made under protest.

[#] The Income Tax Department has filed 20 appeals in the Madras High Court against STL's favourable order from the Income Tax Appellate Tribunal. No notice has been served on STL and no details of the grounds or quantum are available, accordingly, the amounts cannot be quantified. These cases were identified via independent third-party checks by the Company.

[@] Other than tax proceedings against our Promoters.

^β Excluding proceedings involving the Company to which the Promoters, who are also Directors of the Company, are parties

^Ω Includes one show cause notice received by STL from the Joint Commissioner, GST for an amount of ₹1,175.83 million.

As of the date of this Draft Red Herring Prospectus, there is no outstanding litigation involving our Group Companies which may have a material impact on our Company. As of the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries. Involvement in such proceedings could divert our management's time and attention. For details, see "Outstanding Litigation and Material Developments" on page 463.

We cannot assure you that any of the outstanding material litigation matters will be settled in favor of the Relevant Parties, or that no additional liability will arise out of these proceedings. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

Any adverse decision in any of these proceedings may have an adverse effect on our business, results of operations and financial condition.

27. ***We face risks associated with having a long selling and implementation cycle for our services that requires us to make significant capital expenditures and resource commitments prior to recognizing revenue for those services.***

Data center services typically require significant investment of capital and resources by both our clients and us. A client's decision to utilize our colocation services or our other services typically involves time-consuming contract negotiations regarding the service level commitments and other terms, and substantial due diligence on the part of the client regarding the adequacy of our infrastructure and attractiveness of our resources and services. In addition, bringing new data center capacity online requires substantial upfront capital commitments by us and a typical construction and deployment time of between 18 and 24 months. The lengthy timelines associated with capacity creation expose us to the risk of being unable to provide our prospective clients with the levels of capacity they require. While we have generally been successful in pursuing sales and our key clients, there can be no assurance that we will continue to be successful in pursuing sales and clients in the future. If such efforts are unsuccessful, our revenue generation might be delayed, which may in turn have a material adverse impact on our financial condition.

28. Unavailability of land for Edge data center expansion and development may hinder our growth strategy and have a material adverse impact on our business, financial condition and results of operations.

Our growth strategy is dependent upon, among other factors, our ability to expand our power capacity, upscale our AI-ready capabilities and widen our Edge data center presence. According to the I Lattice and C&W Report, Edge data centers are expected to move from being peripheral assets to becoming a vital, independent part of the digital infrastructure landscape. As of June 30, 2025, we had two Edge data centers under development. For more details, refer to “Our Business—Our Strategies” and “Our Business—Edge Data Centers” on pages 287 and 300, respectively. In particular, for us to become a dominant player in the Edge data center space in the future, it is important that we develop our Edge data centers in close proximity to end-users and enterprise hubs. We need to secure adequate land in suitable locations and on acceptable terms to be able expand our data center footprint and widen our Edge data center presence. While we have been able to secure suitable land for the two Edge data centers that are currently under development, we cannot assure you that all the land we require to implement our growth strategy will be available to us in the future on favorable terms, or at all. Unavailability of land in areas where we may seek to expand our Edge data center presence, including in key coastal cities in India and in close proximity to enterprise hubs, clients and subscribers, may hinder our expansion plans, which may have a material adverse effect on our business, financial condition and results of operations.

29. Failure on the part of third-party contractors to carry out various services for us may have a material adverse impact on our business.

We engage third-party contractors in the course of our business for services that include heating ventilation and air conditioning (“HVAC”), building management services and civil infrastructure maintenance. The following table sets forth our third-party contractor expenses for each of the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Third-party contractor expenses	314.08	8.16	1,101.51	8.65	950.30	9.25	829.21	9.09

We endeavor to engage third-party contractors with proven track records, reliability and adequate financial resources. However, any such third-party contractor may still fail to provide satisfactory services at the level of quality required by us. While we have not experienced unsatisfactory services from our third-party contractors in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not experience such unsatisfactory services in the future. Any material failure on the part of our third-party contractors to provide services to the level and quality that we expect could harm our reputation and have a material adverse effect on our business, reputation, financial condition and results of operations.

30. Our Promoters and Group Companies may engage in a similar line of business to us, which could give rise to conflicts of interest that may have an adverse impact on our business.

Our Promoter, STL, and our group company, SDSL, provide services which are complementary to our business. For instance, STL provides network connectivity services that are used by many of our data center clients. Additionally, our group company, SDSL, is a digital and IT services provider that specializes in delivering advanced digital transformation solutions, including applications, platform, tools and services, IT infrastructure management, and cybersecurity for in-house use, according to the I Lattice and C&W Report. For further details, see “History and Certain Corporate Matters - Business Transfer Agreement dated January 28, 2021 executed between our Company and STL”, “Risk Factors— 9. We are dependent on our Promoters, in particular STL for setting the overall strategic business direction of our Company. Any adverse change in our relationships with our Promoters could materially adversely impact our business performance and operations.” and “Our Group Companies – Details of our Group Companies - Sify Digital Services Limited” on pages 321, 40 and 475, respectively.

While our Promoters are not currently engaged in the data center infrastructure business and no consequent conflict of interest exists as on date, we cannot assure you that our Promoters will not venture into or invest in such lines of business in the future. If STL, or any of our other Promoters, elect to engage, directly or indirectly, in the data center infrastructure business, there can be no assurance that a conflict of interest will not arise in the future, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. In a situation where a conflict of interest may occur between our business and the business activities of our Promoters, our business, prospects, results of operations and financial condition could be materially adversely affected.

31. *Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.*

As of the date of this Draft Red Herring Prospectus, our funding requirements are based on management estimates, current circumstances of our business, the prevailing market condition and other commercial and technical factors and have not been appraised by any bank or financial institution or any other independent agency. They are based on current conditions and are subject to change in light of financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. We intend to use the Net Proceeds for the purposes described in “*Objects of the Offer*” on page 108 of this Draft Red Herring Prospectus. The objects of the Offer comprise (i) part funding of capital expenditure for setting up of (a) tower B of data center in Siruseri, Chennai; and (b) tower 11 and 12 of the data center in Rabale, Navi Mumbai; (ii) Repayment/ prepayment, in full or in part, of certain borrowings availed by our Company; and (iii) general corporate purposes, and the amount of Net Proceeds to be actually used will be based on our management’s discretion.

Our internal management estimates may exceed fair market value or the value that would have been determined by third-party appraisals, which may require us to reschedule or reallocate our expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. While we have obtained Project Reports from Vignesh Madhavan, Independent Chartered Engineer, evaluation and verifying information related to building, plants and machinery quotations, purchase orders, and land documents presented by our Company, including information and explanation thereto and review of facility related approvals needed for the objects of the Offer, we may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, market conditions, and other financial and operational factors. Such internal estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, results of operations, financial condition and cash flows. Accordingly, prospective investors in the Offer will need to rely upon our management’s judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

Based on the competitive nature of our industry, we may have to revise our business plan and/or management estimates from time to time and consequently our funding requirements may also change. Accordingly, prospective investors in the Offer will need to rely upon our management’s judgment with respect to the use of Net Proceeds. The use of the Net Proceeds for purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment. We may have to revise our funding estimates, future projects and the estimated commencement and completion dates of our projects depending on future contingencies and events, including, among others, changes in laws and regulations, competition, the receipt of statutory and regulatory approvals and permits, the ability of third parties to complete their services on schedule and on budget, delays, cost overruns or modifications to our future projects, the commencement of new projects and new initiatives and changes in our business plans due to prevailing economic conditions.

Our Company, in accordance with the applicable law and to attain the Object set out above, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934 as may be approved by our Board or the IPO Committee. We will appoint a Monitoring Agency for monitoring the utilization of Gross Proceeds in accordance with Regulation 41 of the SEBI ICDR Regulations and the Monitoring Agency will submit its report to us on a quarterly basis in accordance with the Regulation 41(2) of SEBI ICDR Regulations until such time as the Gross Proceeds have been utilized in full.

For further details, see “*Objects of the Offer*” on page 108.

32. *Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.*

We intend to use the Net Proceeds for the purposes described in “*Objects of the Offer*” on page 108 of this Draft Red Herring Prospectus. Our funding requirements are based on management estimates. The deployment of the Gross Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost and other financial and operational factors.

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company

shall not vary the objects of the Offer without our Company being authorized to do so by the Shareholders by way of a special resolution. We may not be able to obtain the shareholders' approval in a timely manner, or at all, in the event we need to make such changes. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. Pursuant to the Companies Act, the Promoters and controlling shareholders of our Company, as at the time of such proposed variation, will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations.

The requirement to provide an exit opportunity to such dissenting shareholders may deter our Promoters and controlling shareholders, as at the time of the proposed variation, from agreeing to any changes made to the proposed utilization of the Net Proceeds, even if such change is in our interest. Furthermore, we cannot assure you that such Promoters and controlling shareholders will have adequate resources to provide an exit opportunity at the price prescribed by SEBI. For further details on exit opportunity to dissenting shareholders, see “*Objects of the Offer—Variation in Objects*” on page 137. In light of these factors, we may not be able to undertake variation of object of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the un-utilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business, results of operations and cash flows.

33. *The Company will not receive any proceeds from the Offer for Sale*

This Offer is being undertaken as a Fresh Issue of Equity Shares, as well as an Offer for Sale of Equity Shares by the Investor Selling Shareholders.

The Investor Selling Shareholders shall be entitled to the Net Proceeds from the Offer for Sale, which comprise the proceeds from the Offer for Sale, net of Offer expenses shared by the Investor Selling Shareholders, which will be remitted to each of the Selling Shareholders in proportion to the respective portion of the Offered Shares. Our Company will not receive any proceeds from the Offer for Sale. For further details, see “*The Offer*”, “*Capital Structure*” and “*Objects of the Offer*” on pages 79, 93 and 108, respectively.

34. *Any downgrade in our credit ratings may increase interest rates for refinancing our borrowings, which would increase our cost of borrowings, and adversely affect our ability to borrow on a competitive basis.*

Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. The following table shows the credit ratings assigned to our financial instruments on the dates indicated.

Date of Rating	Rating Agency	Particular	Rating
May 2, 2022	CareEdge	Short-term bank facilities	A1+
		Long-term bank facilities	A+ (Stable)
March 16, 2023	ICRA	Short-term bank facilities	A1+
		Long-term bank facilities	AA- (Stable)
September 12, 2023	ICRA	Short-term bank facilities	A1+
		Long-term bank facilities	AA- (Stable)
September 17, 2024	CareEdge	Short-term bank facilities	A1+
		Long-term bank facilities	AA- (Stable)
		NCDs	AA- (Stable)
October 7, 2024	ICRA	Short-term bank facilities	A1+
		Long-term bank facilities	AA- (Stable)
		NCDs	AA- (Stable)
September 3, 2025	ICRA	Short-term bank facilities	A1+
		Long-term bank facilities	AA- (Stable)
		NCDs	AA- (Stable)
September 17, 2025	CareEdge	Long Term Bank Facilities	AA; Stable
		Short Term Bank Facilities	A1+
		NCDs	AA- (Stable)

Although, there has been no downgrade in our credit rating during the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, any future downgrade in our credit ratings may result in increased interest rates for refinancing our borrowings, which would increase our cost of borrowings, and may adversely affect our future issuances of debt and our ability to borrow on a competitive basis. Further, any downgrade in our credit ratings may also lead to an increase in the interest rate that we have to pay our lenders. If any of these risks materialize, it could materially and adversely affect our business, cash flows, financial condition and results of operations.

35. ***If we are unsuccessful in implementing our strategies, particularly our growth strategy, our business, financial condition, results of operations and cash flows may be adversely affected.***

The success of our business depends greatly on our ability to effectively implement our strategies, particularly our growth strategies. The key focus of our business strategies is to achieve overall capacity expansion. Our capacity growth is dependent on our ability to, among other factors, expand our power capacity and expertise, upscale our AI-ready capabilities, upscale our relationships with existing clients, expand our client base and widen our Edge data center presence. For more details, refer to “*Our Business—Our Strategies*” on page 287.

Even if we have successfully executed our business strategies in the past, we cannot assure you that we will be able to execute our strategies on time and within the estimated budget, or that we will achieve expected results. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal controls as well as technology system. We may be unable to sustain such growth in revenues and profits or maintain a similar rate of growth in the future. Further, as we grow and diversify, we may be unable to execute our projects efficiently, which could result in delays, increased costs and diminished quality and may adversely affect our reputation. If we are unable to implement our growth strategy effectively, our business, financial condition, results of operations and cash flows may be adversely affected.

Implementing our growth strategy will also depend to a significant extent on our ability to obtain the necessary funding and maintain our access to multiple funding sources on acceptable terms. We require significant capital to grow our business and fund the construction, operation and development of our projects. Historically, we have used loans and equity contributions to fund our project development. We may refinance our current debt or incur additional debt with proceeds from third-party financing options, including any bank loans, equity partners, financial leases and securitization. However, we cannot guarantee that we will be successful in refinancing our current debt or locating additional suitable sources of financing in the time periods required or at all, or on terms or at costs that we find attractive or acceptable. In addition, rising interest rates could adversely impact our ability to secure financing on favorable terms.

Developing or expanding data centers requires significant upfront capital expenditure and there may be a significant delay before we can recoup our investments through the long-term recurring revenue of our data centers. Our ability to obtain external financing is subject to a number of uncertainties, including:

- our existing and future business, prospects, financial condition, results of operations and cash flows, our financial condition, results of operations and cash flows;
- interest rates;
- our credit ratings and past credit history;
- the general condition of global equity and debt capital and project finance markets;
- fluctuations in the value of the Indian Rupee compared to the U.S. dollar; regulatory and government support in the form of tax incentives, preferential tariffs, project cost subsidies and other incentives;
- the continued confidence of equity investors, banks, other financial institutions and specialized infrastructure lenders in us and the data center industry;
- economic, political and other conditions in India; and
- our ability to comply with any of our existing financial covenants pursuant to financing.

Any additional equity financing may be dilutive to our shareholders and any debt financing may contain restrictive covenants that limit our flexibility going forward. Furthermore, our credit ratings may be downgraded, which would adversely affect our ability to refinance debt and increase our cost of borrowing. Failure to manage discretionary spending and raise additional capital or debt financing as required may adversely impact our ability to achieve our intended business objectives. For details regarding our financial indebtedness, see “*Financial Indebtedness*” on page 437.

36. ***We may be subject to risks when operating and maintaining our data centers, for which our insurance coverage might not be adequate. We are relying on insurance policies offered by third-party insurance providers to insure our operations for related risks. If our insurance coverage is insufficient for the needs of our business or our insurance providers are unable to meet their obligations to us in the event of a claim, we may not be able to mitigate the risks facing our business or damages incurred, which could affect our business, financial condition and results of operations.***

We may be subject to significant risks during the operation and maintenance of our data centers, including natural disasters, earthquake, fire, flood, lightning, cyclones and other incidents, such as equipment damage, structural

collapse and other unforeseen events.

These and other incidents cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and contamination of, or damage to, the environment and may result in the suspension of operations. While there have been no such instances in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, the occurrence of any one of these events may result in our being named as a defendant in lawsuits asserting claims for substantial damages, including for cleanup costs, personal injury and property damage and fines and/or penalties.

We maintain an amount of insurance protection that we consider adequate, but we cannot provide any assurance that our insurance will be completely sufficient or effective under all circumstances. Information on our insurance coverage for our data centers are provided in the table below for the period/Fiscals indicated.

Particulars	As of June 30, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
	<i>(₹ in million, except percentages)</i>			
Insurance coverage	44,878.78	43,155.53	18,292.78	16,334.70
Total tangible assets	41,358.74	39,647.71	23,402.97	18,790.48
Insurance coverage as a percentage of total tangible assets	108.51%	108.85%	78.16%	86.93%

Our insurance coverage may exclude, or be insufficient to cover, indemnification-related payments. Certain of our client agreements provide for uncapped indemnity for breach of intellectual property laws, breach of confidentiality, grant of unauthorized access to systems and servers of our clients, wilful default or abandonment of services. The successful assertion of a large claim against us in amounts greater than those covered by our insurance policies could materially and adversely affect our business, financial condition and results of operations. While we have not been subject to any indemnity claims in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not be subject to such indemnity claims in the future. If our insurance policies do not provide adequate coverage in the event of such claims, our financial condition may be materially adversely affected.

Failure to maintain or obtain adequate insurance coverage could result in breaches of the relevant contracts, which may expose us to contractual liabilities. Such breaches may lead to penalties, project delays, or contract terminations, and could have a material adverse impact on our business, financial condition, and results of operations. Inadequate insurance coverage may also affect our ability to secure future projects or financing, further exacerbating potential risks. While there has been no instance in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, where any event occurred where we experienced losses exceeding our insurance coverage, there is no assurance that such instance will not arise in the future.

37. ***Our data centers and Registered and Corporate Office are located on leased land. Any termination or failure by us to renew the lease agreements in a favorable and timely manner, or at all, could adversely affect our business, cash flows, results of operations and financial condition.***

Our data centers and Registered and Corporate Office are located on premises held by us on leasehold/leave or license basis from one of our Promoters, STL, and certain third parties. For details, see “*Our Business — Properties*” on page 306.

Our lease agreements can be terminated, and any such termination could result in any of our offices or data centers being shut down or having to relocate. From time to time our lease agreements expire in the ordinary course of business and while we have not faced major issues renewing the leases of our offices or data centers in the past, if these lease agreements are not renewed or not renewed on terms favorable to us, we may suffer a disruption in our operations or may have to pay increased rent, which could have an adverse effect on our business, prospects, results of operations and financial condition. Additionally, in case the lessor of these leasehold properties encumbers the underlying land which has been leased, our right to the leased property may be affected if they default on the loan obtained by the relevant lessors for which encumbrance was created. While we believe that adequate stamp duty has been paid on the registered documents in respect of our existing leased properties, such stamp duty may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty. An instrument not duly stamped, or insufficiently stamped, may not be admitted as evidence in any Indian court or may attract a penalty as prescribed under applicable law, which may have a material adverse effect on the continuance of our operations and business.

38. ***We have not placed orders for machinery to be purchased from the Net Proceeds.***

We intend to utilize a portion of the Net Proceeds of the Offer for the purposes described in the section titled, “*Objects of the Offer*” on page 108. The objects of the Offer comprise (i) part funding of capital expenditure for (a) completion of Tower B of the data center in Siruseri, Chennai (“**Chennai 02 Data Center**”); and (b) part funding of capital expenditure for setting up of towers 11 and 12 of data center in Rabale, Navi Mumbai (“**Rabale**”).

Data Center"); (ii) Repayment/ prepayment, in full or in part, of certain borrowings availed by our Company; and (iii) general corporate purposes.

In relation to the capital expenditure for setting up the Chennai Data Center, we estimate the total cost to be ₹12,020.07 million and have relied on the “*Data Center Project Technical Report Chennai 02*” dated October 16, 2025 provided by Vignesh Madhavan, Independent Chartered Engineer. Further, in relation to the capital expenditure for setting up towers 11 and 12 of the Rabale Data Center, we estimate the total cost to be ₹11,276.93 million. We have relied on “*Data Center Project Technical Report T11 & T12 Navi Mumbai*” dated October 16, 2025 for Rabale Data Center, provided by Vignesh Madhavan, Independent Chartered Engineer. Any delay or increase in the costs of leasehold improvements, plant and machinery, building core and shell could have a material adverse effect on our business or results of operations.

As on the date of this Draft Red Herring Prospectus, our Company has not placed orders for plant and machinery to be purchased from the Net Proceeds. Further, we have not entered into any definitive agreements to utilize the Net Proceeds in relation to setting up of the Chennai Data Center and the Rabale Data Center and have also relied on the quotations received from third parties for estimation of the cost. Most of these 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. For details, see “*Objects of the Offer*” at page 108.

39. *Our Net Proceeds are proposed to be utilized towards data centers which are located on premises sub-leased from certain third parties.*

Our Company is the sub-lessee of the premises where towers 11 and 12 of our Rabale Data Center are located (“**Premises**”). We are proposing to utilize a portion of the Net Proceeds towards the partial funding of capital expenditure requirements for the construction of towers 11 and 12 of our Rabale data center. We acquired leasehold rights over the Premises pursuant to deeds of assignment, supplemental lease agreements, and transfer orders with various third parties (“**Sub-Lease Documents**”). For details, see “*Our Business – Properties*” and “*Objects of the Offer*” on pages 306 and 108 of this Draft Red Herring Prospectus.

In terms of the Sub-Lease Documents, our leasehold rights in the Premises are subject to the terms and conditions of original lease assigning rights to the sub lessors, including land use restrictions, consent/intimation requirements and compliance with pre-construction and post-construction approval requirements within stipulated timelines. Additionally, as per the Sub-Lease Documents, the obligation to apply and ensure validity of statutory and regulatory approvals rests on the principal lessor and not the sub-lessor or our Company. While the sub-lessor has obtained acknowledgement of the sub-lease from the relevant governmental authority the sub-lessor is required to obtain final approval from the relevant governmental authority in relation to the sub-lease, after completion of construction. If the sub-lessor fails to renew or apply for these approvals in a timely manner, it may render our operations non-compliant with applicable laws, subject us to penalties by relevant authorities, and may adversely affect our business, results of operations, and cash flows. Further, the renewal of our leasehold rights is dependent upon the renewal of the original lease by the principal lessor and the sub-lessor(s), and we cannot assure you that we will be able to retain our leasehold rights in the Premises on a continuous basis or on commercially acceptable terms, or at all. Any inability to retain, renew, or secure suitable alternate premises on comparable terms, if required, could adversely affect our business, results of operations, cash flows and financial condition. In such circumstances, we may also be compelled to relocate our operations to alternative premises, which could result in significant expenses, including transportation and relocation costs, establishment of utilities and infrastructure, civil and engineering works, and other miscellaneous expenditures. Although there have been no instances in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, of disruption in our access to the Premises or the underlying leasehold rights, we cannot assure you that we will be able to enter into such lease deeds in a timely manner in the future. Any inability to secure timely renewals or to enter into lease agreements when required could adversely affect the returns of the affected projects and, consequently, our business, results of operations and financial condition.

40. *We are committed to increasing our use of renewable energy as part of our long-term sustainability strategy and to meet our power needs for our operations. If we are unable to efficiently execute this transition or if the required capital expenditures exceed our projections and we do not see adequate financial returns, it could have a material adverse effect on our business, financial condition, results of operations, and cash flows.*

Data centers and transmission networks account for between 1% and 1.5% of global electricity use and approximately 1% of energy-related greenhouse gas emissions, according to the ILLUMINATE and C&W Report. These figures are expected to grow as internet traffic continues to surge and digital infrastructure expands, according to the ILLUMINATE and C&W Report. As data demands grow and infrastructure scales rapidly, sustainability has become a key consideration in digital transformation strategies, and Hyperscalers and Enterprises are increasingly prioritizing ESG factors, especially sustainable energy use and carbon footprint, when selecting data center providers, according to the ILLUMINATE and C&W Report. We are committed to increasing our use of renewable energy sources to power our operations as part of our long-term sustainability strategy. These initiatives require significant capital expenditure, including investments in renewable energy infrastructure, energy-efficient technologies, and other associated costs necessary to achieve this transition. While we believe this strategic shift

will align us with global sustainability trends and position us favorably in the market, such capital expenditure may place a strain on our financial resources and could affect our ability to fund other strategic initiatives.

The table below sets out our capital expenditure on renewable energy initiatives and such amounts as a percentage of our revenue from operations for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	<i>(₹ in million, except percentages)</i>			
Investment in renewable energy SPV	103.62	9.97	-	600.30
Revenue from operations	3,985.98	14,283.65	11,141.70	10,213.40
Investment in renewable energy initiatives, as a percentage of Revenue from operations (%)	2.60%	0.07%	0.00%	5.88%

There are risks relating to the successful implementation of our renewable energy initiatives, such as potential delays, cost overruns, or the failure to achieve the expected environmental or financial benefits. If we are unable to efficiently execute this transition or if the required capital expenditures exceed our projections and we do not see adequate financial returns, it could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

41. *Our business depends on a strong brand and corporate reputation and if we are unable to maintain and enhance our brand, our ability to grow our business, results of operations and financial condition may be adversely affected.*

Our corporate reputation may be damaged for various reasons, including as a result of actions or statements of current or former employees or clients, competitors, vendors and adversaries in legal proceedings, as well as members of the investment community and the media. Negative information about our Company, even if based on false rumors or misunderstandings, could adversely affect our business.

Our reputation also depends on the value of the “Sify” brand, which is owned by our Promoter, STL. We are unable to control the corporate actions that our Promoter, STL takes. If our Promoter, STL, takes corporate action that attracts substantial negative publicity, or is the subject of negative information, the negative impacts of such actions could have a material adverse impact on our business and results of operations. For further information, see “—We are dependent on our Promoters, in particular STL. Any adverse change in our relationships with our Promoters, our business performance and operations could be materially adversely impacted.”

Damage to our reputation could be difficult and time-consuming to repair, especially due to the competitiveness of our industry. Damage to our reputation could make potential or existing clients reluctant to select us for new engagements, resulting in a loss of business, and could adversely affect our employee recruitment and retention efforts. Damage to our reputation could also reduce the value and effectiveness of our brand name, could reduce investor confidence in us, affect the price of our Equity Shares and adversely affect our ability to grow our business and our results of operations and financial condition.

42. *Non-compliance with and adverse changes in laws and regulations applicable to our business may adversely affect our business, results of operations and financial condition.*

We are subject to laws and regulations governing data privacy and protection, the use of the internet as a commercial medium and data sovereignty requirements and policies are rapidly evolving, extensive, complex, and include inconsistencies and uncertainties.

We are subject to health, labor and environmental protection laws and regulations, all of which we are required to comply with in the course of our operations. Environmental regulations impose controls on air and water release or discharge, noise levels, storage handling and the treatment, processing, handling, storage, transport or disposal of waste under the Air (Prevention and Control of Pollution) Act, 1981, the Water (Prevention and Control of Pollution) Act, 1974 read with the relevant state legislations, the Environment Impact Assessment Notification, 2006, and the Petroleum Act, 1934, along with relevant rules, regulations and guidelines framed thereunder. In case of any change in environmental regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and other expenditure to comply with environmental standards. Any failure on our part to comply with any existing or future regulations may result in legal proceedings, including public interest litigation being commenced against us, third-party claims or the levy of regulatory fines. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our facilities.

Further, unfavorable changes in or interpretations of existing laws, or the promulgation of new laws, rules and regulations, including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/ or could require us to apply for additional approvals. We are also subject to the laws and regulations governing employees

in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, and work permits. There is a risk that we may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new projects. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant. For further details on the laws and regulations applicable to us, see “*Key Regulations and Policies in India*” on page 308.

43. *Our success depends on the expertise and dedication of members of our Senior Management, Key Managerial Personnel, Directors and employees. Employee shortages, rising employee costs and high attrition rates among members of our Senior Management, Key Managerial Personnel and Directors may harm our business and increase our operation costs, which could have a significant impact on the operations of our Company.*

We are dependent on a highly qualified, experienced and capable management team for setting our strategic business direction and managing our business. We also depend on members of our Senior Management, Key Managerial Personnel and our Directors for project implementation, the management and running of our daily operations and the planning and the successful execution of our business strategy. The loss of one or more members of our Senior Management, Key Managerial Personnel or Directors could have a significant negative impact on our business. Except as disclosed in the section titled “*Our Management—Changes to our Board in the last three years*” on page 330, we have not experienced any attrition of Directors, Key Managerial Personnel or members of Senior Management, in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023. We cannot assure you that we will be able to retain members of our Senior Management, Key Managerial Personnel or Directors or find adequate replacements in a timely manner, or at all. There is intense competition for experienced management personnel with technical and industry expertise in the data center industry. In particular, any loss or interruption in the services of members of our Senior Management, Key Managerial Personnel or Directors would significantly affect our ability to effectively manage our operations and to meet our strategic objectives. In addition, we would incur additional expenses and need to devote significant time and resources to recruit and train replacement personnel, which could further disrupt our business and growth.

Moreover, our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled working professionals. Without a sufficient number of skilled employees, our operations and the quality of our services could suffer. Competition for qualified technical personnel as well as sales personnel with established client relationships is intense, both in retaining our existing employees and when replacing or finding additional suitable employees.

As of June 30, 2025, we had 269 full-time employees who performed a variety of functions across the business operations of our Company. The following table sets forth the number of permanent employees, the attrition rate, the Key Managerial Personnel attrition rate and the Senior Management attrition rates for each of the periods/years indicated.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Number of permanent employees	269	263	226	193
Attrition Rate ¹ (%)	7.22%	23.83%	20.78%	16.80%
Key Managerial Personnel attrition rate (%)	Nil	Nil	Nil	Nil
Senior Management attrition rate (%)	Nil	Nil	Nil	Nil

Notes:

(1) *Employees exited during the period/Fiscal divided by the average number of employees for the period/Fiscal. The average number of employees is computed as average of number of employees at the beginning and end of the period/Fiscal.*

Failure to obtain stable, skilled and dedicated employee support may cause disruption to our business that harms our operations. Furthermore, employee costs have increased in India in recent years and is expected to continue to increase in the near future. To remain competitive, we may need to provide compensation and good environment to attract and retain them, which may in turn lead to increased costs and reduced margins.

For details regarding our human resources, see “*Our Business – Human Resources*” on page 304. We may also require a long period of time to hire and train replacement personnel when skilled personnel leaves from their employment with us. We may also be required to increase our levels of employee compensation and other non-fiscal benefits more rapidly than in the past to remain competitive in attracting skilled personnel. If we cannot attract and retain skilled personnel, it could have a material adverse impact on our business, financial condition, and results of operations.

Large scale attrition, especially at the senior management level, could make it difficult for us to manage and grow our business. The loss of Key Managerial Personnel or our inability to replace them could hinder our ability to grow, to execute our strategy, enhance our brand image, secure funding, make strategic decisions and to manage running of our operations, which would have an adverse effect on our results of operations and financial position.

44. *The failure to keep our technical knowledge confidential could erode our competitive advantage and have an adverse effect on our business, financial condition and results of operations.*

Our technical knowledge is not protected by intellectual property rights such as patents and is principally protected by maintaining its confidentiality. We rely on trade secrets, confidentiality agreements and other contractual arrangements. As a result, we cannot be certain that our know-how will remain confidential in the long run. Employment contracts with certain of our employees who have special technical knowledge about our services or our business contain a general obligation to keep all such knowledge confidential. In addition to the confidentiality provisions, these employment agreements typically contain non-competition clauses. While, to our knowledge, there have not been any instances of technical knowledge loss or leakage in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not experience such losses in the future.

If any of the confidentiality provisions or the non-competition clauses are unenforceable, we may not be able to maintain the confidentiality of our knowledge. In the event that confidential technical information or knowledge about our services or business becomes available to third parties or to the public, our competitive advantage over other companies industry could be harmed which could have an adverse material effect on our current business, future prospects, financial condition and results of operations.

In addition, any trademarks we may obtain in the future may expire, and no assurance may be given that we will be able to renew them after expiry. As of the date of this Draft Red Herring Prospectus, our Company has no patents granted to it. Our future patent or trademark applications may not be approved. Although we have not had material instances of infringement of our intellectual property in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we may be unable to prevent third parties from seeking to register, acquire, or otherwise obtain intellectual property that are similar to, infringe upon or diminish the value of our intellectual property rights. In addition, our current or future intellectual property rights may be challenged by third parties or invalidated through administrative process or litigation. Failure to successfully obtain and maintain such registrations could impact our use of such intellectual property rights, which in turn could adversely affect our reputation, goodwill, business prospects, and results of operations.

Further, our proprietary technology platforms are essential to our business. If we are unable to prevent unauthorized use or misappropriation by third parties of such technology platforms, our competitors may be able to mimic our technology platforms or offerings, and enforcing our rights could be time-consuming and expensive, and may not be successful. In addition, third-party providers of software that we license may subject us to claims or litigation to seek damages for violating their licenses and intellectual property rights which could require us to pay damages, enter into expensive license arrangements or modify our services and solutions. We may also face litigation or incur additional fees and be required to pay damages for violating contractual terms, misuse or excessive use of our license to intellectual property rights, which could cause significant damage to our reputation and adversely affect our business, financial condition and results of operations.

45. *If we inadvertently infringe on the intellectual property rights of others, our business and results of operations may be adversely affected.*

While we take measures to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may force us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are asserted against us, we may be subject to costly litigation or may be required to obtain a license, modify our existing technology or cease the use of such technology and design a new non-infringing technology. Such licenses or design modifications can be extremely costly. Further, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement. An inadvertent breach or any misuse of intellectual property or proprietary data by any of our employees or sub-contractors may expose us to expensive infringement claims. While we have not experienced any claims in relation to the infringement of the intellectual property rights of others instances in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that we will not become the subject of such claims in the future. The occurrence of any of the foregoing in the future could adversely affect our business, results of operations, financial condition and cash flows.

46. *We have indebtedness and have also guaranteed, and provided collateral to secure, certain financing obligations of our Promoters, all these could adversely affect our business, prospects, financial condition, results of operations and cash flows.*

The following table shows our total current and non-current borrowings and as of June 30, 2025, and March 31,

2025, 2024 and 2023.

Particulars	As of June 30, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
	<i>(₹ in million)</i>			
Current borrowings	3,042.58	2,204.27	2,799.00	2,923.50
Non-current borrowings	18,660.64	20,977.22	17,083.60	12,888.10
Total borrowings	21,703.22	23,181.49	19,882.60	15,811.60

Generally, these borrowings relate to the financing for our working capital requirements and for our projects and are secured by project assets. Subject to the limits contained in agreements governing our existing borrowings, we may incur substantial additional borrowings from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes in the future.

For further detail regarding our indebtedness, see “*Financial Indebtedness*” on page 437.

Our debt and leverage position could have significant consequences on our operations, including:

- reducing the availability of our cash flows to fund working capital, capital expenditures, acquisitions and other general corporate purposes as a result of our debt service obligations;
- limiting our ability to obtain additional financing;
- impact our credit rating;
- limiting our flexibility in planning for, or reacting to, changes in our business, the industry in which we operate and the general economy; and
- increasing the cost of any additional financing.

Moreover, we are subject to certain restrictive covenants under these loan agreements and our inability to generate sufficient cash flows to satisfy those obligations and covenants under the guarantees and loan agreements could result in an event of default which, if not cured or waived, could result in the acceleration of some or all our debt or the conversion of the outstanding loan amount into equity shares, and would materially and adversely affect our financial condition and results of operations. Some of the corporate actions which require prior written consent of the lender, or prior intimation to be made to the certain lender include, amongst others: (a) change in the constitutional documents, (b) change in capital structure, (c) change in the composition of the Board and/or management set-up, (d) dilution of promoter shareholding resulting in change in management control, (e) enter into any scheme of merger, de-merger, amalgamation, etc., and (f) disposal of assets other than those permitted by the lender. For further details, see “*Financial Indebtedness – Principal terms of the outstanding borrowings availed by our Company (“Borrowings”)*” on page 437. While we have received all relevant consents required for the purposes of undertaking this Offer and related actions and have complied with these covenants our obligations to comply with such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time. Our failure to observe the covenants under the financing arrangements or to obtain necessary waivers or consents may lead to, among other things, the termination of our credit facilities and acceleration of amounts due under such facilities.

In addition, we have extended certain corporate guarantees in respect of indebtedness of ₹1,387.50 million incurred by our Associate, SKVR Software Solution Private Limited, in relation to construction works at our Noida 02 Data Center. While some of these guarantees may be released, provided that certain conditions under the terms of the financing arrangements are met by the Promoters, there can be no assurance that our Promoters will be able to meet those conditions and the Company’s guarantee obligations will remain until such time these conditions are satisfied. While there have been no instances in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, where we have failed to meet our guarantee obligations, we cannot assure you that we will continue to meet all our guarantee obligations in the future. For further details, see “*Financial Indebtedness*” on page 437.

Our ability to meet our payment obligations under our outstanding debt depends on our ability to generate significant cash flows in the future. We expect to generate positive cash flows from operations in order to meet our external financial liabilities as they fall due. We use cash flow forecasting models in an effort to ensure that we have sufficient funds to meet our payments when due. These models consider the maturity of our financial investments, committed funding and projected cash flows from operations. However, our model is subject to uncertainties and assumptions and overall, our ability to generate cash flows is, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors, as well as other factors that are beyond our control. We may have difficulty in meeting our payment obligations, which could result in an event of default which, if not cured or waived, could result in the acceleration of some or all our debt or the conversion of the outstanding loan amount into equity shares.

47. Any delay in payment of statutory dues may attract financial penalties from the respective government authorities and in turn may have a material adverse impact on our financial condition and cash flows.

We are required to make various statutory payments including but not limited to income tax, goods and services tax, provident fund contributions, employee state insurance contributions, professional tax, and other statutory dues in the ordinary course of our business operations.

The table below sets forth the details of the statutory dues paid by our Company in relation to our employees for the period/Fiscals indicated.

Particulars	Three-month period ended June 30, 2025	Fiscal 2023	Fiscal 2024	Fiscal 2025
	<i>(₹ in million, except employee numbers)</i>			
Number of employees for whom employee provident fund is applicable	232	160	206	264
Employee provident fund	12.01	18.62	26.82	36.69
Employee state insurance ¹	0.00	0.03	0.01	0.00
Tax deducted at source on salaries	16.76	28.72	41.61	47.76
Tax deducted at source on other than salaries	47.76	132.75	150.54	151.09
Profession tax	0.09	0.27	0.35	0.39
Gratuity ²	0.80	0.48	2.58	3.24
Goods and service tax	731.05	2,062.14	2,056.44	2,713.47

Notes:

(1) The ESI amounts appear as zero as values are presented in millions, whereas the ESI figures are in thousands. As a result, such figures are rounded down to zero. The actual figures are ₹25,633, ₹9,510, ₹2,678, and ₹2,991 for Fiscals 2023, 2024, 2025, and as of June 30, 2025, respectively.

(2) Gratuity represents the value of benefits paid during the period.

Payments of statutory dues are subject to specific timelines and regulatory requirements under applicable laws. Any delay in payment of such statutory dues may result in the imposition of penalties, interest charges, and other financial consequences by the respective regulatory authorities. While we have not faced any instances of failure or delays in the payment of statutory dues by our Company during the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, any such penalties and interest charges incurred in the future would increase our operational costs and adversely impact our profitability. Additionally, persistent delays or defaults in statutory payments could lead to regulatory action, including potential restrictions on our business operations, suspension of licenses or registrations, or other enforcement measures that could disrupt our business activities.

While no penalty or fine has been levied by the appropriate authorities in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that there will be no delays in future payments due to factors such as cash flow constraints, administrative errors, changes in regulatory requirements, or other unforeseen circumstances. Any such delays and the resulting penalties could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

48. We have issued non-convertible debentures which are listed on the BSE. Any failure to comply with applicable rules and regulations may have adverse effect on our business, cash flows, financial condition and results of operations.

We have issued certain senior, secured, rated, non-convertible debentures (“NCDs”) amounting to ₹ 2,500.00 million to Kotak Infrastructure Debt Fund Limited, NIIF Infrastructure Finance Limited and India Infradebt Limited, as of June 30, 2025. For details of our NCDs, see “Financial Indebtedness - Details of listed non-convertible debentures issued by our Company” on page 438. Our NCDs are listed on the BSE and are subject to the listing requirements of the BSE. We are required to comply with various applicable rules and regulations in terms of our listed NCDs, including the SEBI Listing Regulations, which require us to, *inter alia*, disclose our quarterly financial results, subject to a limited review, within a stipulated period from the end of the quarter. In the case of non-compliance with any applicable rules and regulations in connection with the NCDs issued, if we fail to comply with applicable rules and regulations, we may be subject to certain actions, which may have an adverse effect on our business, cash flows, financial condition and results of operations.

49. If our contingent liabilities materialize, our results of operations could be adversely affected.

The following table sets forth the principal components of our contingent liabilities as of June 30, 2025.

Particulars	As of June 30, 2025 (₹ in million)
Corporate guarantee given to the bank for the term loan availed by associate company (SKVR Software Solution Private Limited)	1,387.50

Note: Represents amount of corporate guarantee for term loan of SKVR Software Solution Pvt. Ltd.

Our contingent liabilities include bank guarantees. Most of the liabilities have been incurred in the normal course of business. If these contingent liabilities were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition. If we are unable to recover payment from our clients in respect of the commitments that we are called upon to fulfil, our business, results of operations and financial condition may be materially and adversely impacted.

For further information, see “*Financial Information*” and “*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 20. Contingent liabilities and commitments*” on pages 349 and 397.

50. A portion of the Net Proceeds is proposed to be utilized for repayment and/or pre-payment, in full or part, of all or certain borrowings of our Company including from Kotak Mahindra Bank, an affiliate of a certain BRLM to the Offer.

We propose to either repay and/or pre-pay, in full or part, all or certain borrowings availed by our Company from Kotak Mahindra Bank, an affiliate of Kotak Mahindra Capital Company Limited, from the Net Proceeds.

Kotak Mahindra Capital Company Limited, one of the Book Running Lead Managers in the Offer, is related to a lender of our Company, namely, Kotak Mahindra Bank. However, on account of this relationship, Kotak Mahindra Capital Company Limited does not qualify as an associate of our Company in terms of Regulations 21(A)(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with Regulation 23(3) of the SEBI ICDR Regulations. Further, in this connection, please note that the loans provided by Kotak Mahindra Bank Limited to our Company, is part of their ordinary course of lending business. The Board of Directors of our Company have chosen the loans and facilities to be repaid/ prepaid based on commercial considerations. For further information, see “*Objects of the Offer – Details of the Objects of the Fresh Issue - Repayment / pre-payment, in full or in part, of certain borrowings availed by our Company*” beginning on page 131. However, there can be no assurance that the repayment/prepayment of such loans from the Net Proceeds will not be perceived as a current or potential conflict of interest.

51. Changes in the policies of the GoI or political instability may adversely affect economic conditions in India generally, which could impact our business and prospects.

The GoI could change specific laws and policies affecting technology companies, foreign investment, currency exchange and other matters affecting investment in our securities which could adversely affect business and economic conditions in India generally, and our business in particular. We are dependent on the Reserve Bank of India (“**RBI**”) through the authorized dealer, to pay all our foreign exchange expenses and any dividends. Any exchange controls regime impacting the ability to remit monies will severely impact our ability to deliver services and any dividends. The GoI has asserted that it would adopt a data center policy for the country which could provide certain incentives to data center providers. We may not be eligible for such benefits as an existing data center provider. Even if we are eligible, the sustainability of such benefits depends on the policies of the GoI, and any changes in such policies could adversely affect our business.

52. Political or societal sensitivities to AI-related technologies may impact our business operations and growth prospects.

In recent years, governments from around the world have demonstrated increased interest in regulating AI and AI-related technologies and workloads, as, for example, the United States Framework for Artificial Intelligence Diffusion introduced by the U.S. Department of Commerce in January 2025, which took various steps aimed at protecting American leadership in the AI space, and promoting U.S. companies active in the AI industry. These and other similar protectionist measures may result in our current and prospective clients being unable operate in the AI space at their desired levels or at all, which, in turn, would result in reduced demand for AI-related workload in our data centers. As we continue to invest in solutions and capacity to support an increased AI-related workload in our data centers, we are exposed to the risks associated with government action aimed at controlling AI-related activity and technology. A less than anticipated demand for AI-related workloads could have a material adverse impact on our business.

53. ***We have in the past entered into related party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.***

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties. These transactions include rent expenses, rental deposits, revenue transfer and interest on loans and debentures, among others. For a summary of our related party transactions in the three months ended June 30, 2025, and in Fiscals 2025, 2024 and 2023, see “*Summary of Offer Document–Summary of related party transactions*” on page 22. The following table shows our related-party transactions (post inter-company eliminations) as an aggregate absolute total and as a percentage of total for the period/Fiscals indicated.

Particulars	Three-month period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	<i>(₹ in million, except percentages)</i>			
Aggregated absolute total of related party transactions (post inter-company eliminations)	724.99	7,757.67	3,379.97	2,528.80
Total income	4,055.42	14,542.75	11,417.10	10,390.70
Aggregated absolute total of related party transactions (post inter-company eliminations) as a percentage of total income	17.88%	53.34%	29.60%	24.34%

The transactions entered into with related parties, including our Directors and Key Managerial Personnel during the three months ended June 30, 2025, and during Fiscals 2025, 2024 and 2023, were undertaken by our Company in compliance with the applicable provisions of the Companies Act and all other applicable laws. While we believe that all such transactions have been conducted on an arm’s length basis, we cannot assure you that we might have obtained more favorable terms had such transactions been entered into with unrelated parties.

While we will conduct all related party transactions post listing of the Equity Shares subject to the Board’s or Shareholders’ approval, as applicable, and in compliance with the applicable accounting standards, provisions of the Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest.

We cannot assure you that such future transactions, individually or in the aggregate, will not have an adverse effect on our business, financial condition, cash flows and results of operations or that we could not have achieved more favorable terms if such future transactions had not been entered into with related parties. Further, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company. There can be no assurance that our Directors and executive officers will be able to address such conflicts of interests or others in the future. While all such related party transactions will be subject to the approval from our Board and Shareholders, as applicable, and comply with the standards prescribed by SEBI, we cannot assure you that our future related party transactions will not result in an adverse impact on our Company.

54. ***We cannot assure you that we will pay dividends on your Equity Shares in the future.***

The declaration and payment of dividends, if any, is recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable law, including the Companies Act. Our Company has adopted a formal policy on dividend declaration pursuant to the resolutions of the Board of Directors of the Company dated September 25, 2025. Except as disclosed in the section, “*Dividend Policy*” on page 348, our Company has not declared and paid any dividend on the Equity Shares in the three fiscal years preceding the date of this Draft Red Herring Prospectus, the three months period ended June 30, 2025, and the period from June 30, 2025, until the date of this Draft Red Herring Prospectus. Except for the dividends of ₹22.50 million paid by our Company in Fiscal 2025, we have not declared or paid any dividends in connection with our outstanding CCPS. For further details in relation to our dividend policy, see “*Dividend Policy*” on page 348.

There can be no assurance that we will pay any dividend in the future or that any dividend payout will be equal or comparable to any past dividend payout. The amount of future dividend payments by our Company, if any, will depend upon a number of factors, including but not limited to our current and future earnings, capital expenditure requirements, past performance, our Company’s dividend history, resources required to fund acquisitions and/or new businesses, working capital requirements, cost of borrowing, our level of outstanding borrowings, return on capital invested and post dividend earnings per share, restrictive covenants under our existing contractual obligations, the state of the economy and statutory restrictions. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders. For details, see “*Dividend Policy*” on page 348.

55. ***Any fraud, theft, or embezzlement by our employees, vendors or contractors could adversely affect our reputation, results of operations and financial condition.***

Our business is subject to incidents of vendor, contractor, employee fraud, theft or embezzlement. We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our Equity Shares. While there have been no such instances of lapses of internal controls, we cannot assure you that this will not occur in the future.

Furthermore, our operations are subject to anti-corruption laws and regulations. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation. While there have been no instances of any violations of anti-corruption laws in the three months ended June 30, 2025, or during Fiscals 2025, 2024 and 2023, we cannot assure you that there will be no such instances in future.

56. ***We track certain operational metrics and non-generally accepted accounting principles, measures with internal systems and tools and do not independently verify such metrics. Certain of our operational metrics are subject to inherent challenges in measurement and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation.***

Certain of our operational metrics, including non-GAAP metrics, such as revenue growth, EBITDA, EBITDA margin, profit before tax margin, profit after tax margin, net debt, long term debt to equity and net debt to EBITDA, are prepared with internal systems and tools that are not independently verified by any third party and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. For further details, see “*Certain Conventions, Presentation of Financial, Industry and Market Data – Non-GAAP Financial Measures*” on page 31.

Our internal systems and tools have a number of limitations and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics under count or over count performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platform is used across large populations. Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition, and results of operations would be adversely affected.

57. ***Our Statutory Auditors have included certain emphasis of matters and have included certain remarks in connection with the Companies (Auditor’s Report) Order, 2020 in connection with the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023 in their examination report on the Restated Consolidated Financial Information.***

Our Statutory Auditors have included the following emphasis of matters in their examination report on the Restated Consolidated Financial Information for the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023:

- Our Restated Consolidated Financial Statements have been prepared by the management of the Company for inclusion in the Draft Red Herring Prospectus to be filed with SEBI, BSE Limited and the National Stock Exchange of India in connection with the Offer and, as a result, the Restated Consolidated Financial Information may not be suitable for any other purpose.
- The restatement of our previously-issued standalone financial statements for Fiscal 2024 in accordance with Ind AS 8 “Accounting Policies, Changes in Accounting Estimates and Errors” regarding the presentation of compound financial instruments.

In addition, our Statutory Auditors are required to comment upon the matters included in the Companies (Auditor’s Report) Order, 2020 (the “**CARO Report**”) issued by the Central Government of India under Section 143(11) of the Companies Act, 2013. Our Statutory Auditors have included certain remarks in their examination report on the Restated Consolidated Financial Information for the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023.

For further information, see “*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—E. Statement of Restatement Adjustments Made in Restated Consolidated Financial Information*” on page 428.

We cannot assure you that our Statutory Auditors’ observations for any future financial period will not contain similar remarks, emphasis of matters or other matters prescribed under the Companies (Auditor’s Report) Order, 2020, and that such matters will not otherwise affect our results of operations.

58. *Certain sections of this Draft Red Herring Prospectus contain information from the 1Lattice and C&W Report, which we commissioned and purchased, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the 1Lattice and C&W Report or extracts of the 1Lattice and C&W Report jointly prepared by 1Lattice and C&W, which are not related to our Company, Directors or Promoters. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Offer. All such information in this Draft Red Herring Prospectus indicates the 1Lattice and C&W Report as its source. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, the 1Lattice and C&W Report should be read taking into consideration the foregoing.

Industry sources and publications are also prepared based on information as of 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. Further, the 1Lattice and C&W Report is not a recommendation to invest / disinvest in any company covered in the 1Lattice and C&W Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the 1Lattice and C&W Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the 1Lattice and C&W Report before making any investment decision regarding the Offer. See “*Industry Overview*” on page 157. For the disclaimers associated with the 1Lattice and C&W Report, see “*Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data*” on page 32.

59. *Our Promoters, certain of our Directors, Key Managerial Personnel and members of Senior Management may have interests in the Company other than the reimbursement of expenses incurred and normal remuneration or benefits, which may have an impact on our business operations.*

Our Promoters are interested in our Company to the extent of their shareholding in our Company, along with dividends and other distributions in respect of such Equity Shares. In addition, certain of our Directors, Key Managerial Personnel and members of our Senior Management may acquire interests in our Company, in addition to fees payable to them for attending meetings of our Board or a committee thereof, and regular remuneration or benefits and reimbursement of expenses. We cannot assure you that our Promoters, Directors, Key Managerial Personnel and members of our Senior Management will exercise their rights as shareholders to the benefit and best interest of our Company. For further information on the interest of our Promoters, other than reimbursement of expenses incurred or normal remuneration or benefits, see “*Our Management—Interest of Directors*” and “*Our Promoters and Promoter Group*” on pages 330 and 341, respectively.

Furthermore, our Company has issued compulsory convertible debentures to one of our Corporate Promoters, STL, pursuant to debenture subscription agreements dated March 29, 2022, March 29, 2023, and August 4, 2025, and our Promoter, STL, is interested in certain properties leased by our Company as of the date of this Draft Red Herring Prospectus. Further, Vegesna Ananta Koti Raju and Vegesna Bala Saraswathi, our Individual Promoters are Directors on the board of STL, which is the lessor of the immovable property where the Registered and Corporate Office of our Company is located. For details in relation to the purchase consideration and lease rentals paid by our Company to our Promoter, see, “*Restated Consolidated Financial Information – Note 34. Related parties and transactions*” “*Our Management*” and “*Our Promoters and Promoter Group*” on pages 407, 325 and 341, respectively.

60. *Differences exist between Ind AS (“Indian Accounting Standards”) and other accounting principles, such as U.S. GAAP (“Generally Accepted Accounting Principles in the United States of America”) and IFRS (“International Financial Reporting Standards”), which investors may be more familiar with and may consider material to their assessment of our financial condition.*

For the purposes of disclosure in this Draft Red Herring Prospectus, the SEBI ICDR Regulations requires us to prepare and present our Restated Consolidated Financial Information. Our Restated Consolidated Financial Information for the three months ended June 30, 2025, and for fiscal years ended March 31, 2025, 2024, and 2023,

have been prepared and presented in conformity with Ind AS. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S GAAP. We have not attempted to quantify the impact of U.S GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S GAAP or IFRS. U.S GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Ind AS financial statements, which are restated as per the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on Reports in Company's Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, included in this Draft Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

61. *We have issued Equity Shares at prices that may be lower than the Offer Price.*

While we have not allotted Equity Shares via preferential allotments in the three months ended June 30, 2025, or Fiscals 2025, 2024 and 2023, we have allotted Equity Shares pursuant to the merger of Print House and Patel Auto, with our Company. Further, we have allotted Equity Shares to our Holding Company pursuant to the transfer of their data center business to our Company. The price at which Equity Shares have been allotted by our Company is not indicative of the price at which they will be issued or traded. For further details, see the sections titled "*Capital Structure – Share capital history of our Company*" and "*History and Certain Corporate Matters—Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation*" on pages 95 and 319, respectively.

62. *Not all of our Independent Directors have prior experience in managing an India-listed company, which may require additional time for them to fully understand their roles and responsibilities. This could potentially affect our corporate governance standards, investor confidence and operational performance.*

Not all of our Independent Directors have prior experience in serving as directors of any India-listed entity. For further details, see "*Our Management*" on page 325. Consequently, they may face challenges in complying with regulatory requirements, corporate governance norms, and stakeholder expectations applicable to listed companies. Any lack of experience of our directors in managing the specific demands of a listed entity, including compliance with SEBI Listing Regulations, and other statutory requirements, may affect the efficiency of decision-making processes and the overall governance of our Company. Furthermore, any lapses or delays in implementing governance frameworks or ensuring compliance with regulatory obligations could lead to penalties, reputational loss, and adverse effects on our business, financial condition, and results of operations.

However, our Directors have been instrumental in driving operational efficiency, expanding market reach and ensuring quality of services offerings to meet industry standards. Their leadership, combined with the support of our employees have positioned our Company to navigate the responsibilities of an India-listed entity while continuing to leverage their domain knowledge for business growth.

EXTERNAL RISKS

Risks related to India

63. *Our financial performance will be affected by developments in or affecting India. Any factors adversely affecting India could have a material adverse effect on our business, operations and cash flows.*

We are incorporated in India, and we conduct our corporate affairs and our business in India. We derive and expect to continue to derive in the foreseeable future, most of our revenues and operating profits from India. Consequently, our business, operations and financial performance may be affected by changes in and other factors affecting India, some of which may be beyond our control. These include changes in investment patterns, budget announcements, policy announcements, political changes, changes in interest rates, inadequate monsoons, health pandemics, terrorist attacks, natural calamities and other acts of violence or war, which may adversely affect worldwide financial and Indian markets, including lowering investors' confidence in India's economy. Consequently, our business, results of operations, financial condition and cash flows may be adversely affected.

India has, from time to time, experienced instances of civil unrest and terrorist attacks, regional or international hostilities and other acts of violence as well as other adverse social, political and economic events. India has also experienced natural calamities such as earthquakes, tsunamis, floods and droughts in the past. If such events occur and lead to overall political and economic instability, it could have a material adverse effect on our business, financial condition, cash flows and results of operations. Further, any such events could lead to a shutdown of certain of our operations, which could result in a material adverse effect on our business, financial condition, cash flows and results of operations.

Other factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- international trade wars or uncertain or unfavorable policies on international trade or (whether or not directly involving the GoI);
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian clients and Indian corporations;
- the outbreak of epidemic or any other public health crisis in India or in countries in the region or globally, including in India's various neighboring countries;
- macroeconomic factors and central bank regulations, including in relation to interest rates movements which may in turn adversely impact our access to capital markets and increase our borrowing costs;
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges, that is, on the National Stock Exchange and the Bombay Stock Exchange;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- political instability, including terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- civil unrest, acts of war or situations of war, which may adversely affect the financial markets;
- international business practices that may conflict with other customs or legal requirements in India and to which we are subject, including anti-bribery and anti-corruption laws;
- logistical and communication challenges;
- downgrading of India's sovereign debt rating;
- changes in government policies, including taxation policies, social and civil unrest and other political, social and economic developments in or affecting India;
- the occurrence of natural calamities and force majeure events;
- fluctuations in commodity and electricity prices;
- a slowdown or recession in the economic growth of other major countries and regions or volatility in international securities markets, especially in the United States, Europe and China; and
- embargoes against technologies that originate outside the country.

The occurrence of any of the above factors may lead to financial instability and increased volatility in the Indian financial markets and adversely affect the Indian economy and financial sector and us. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries, may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. While recent Indian governments have been focused on encouraging private participation in the industrial sector, any adverse change in policy could result in a slowdown of the Indian economy and the GoI may introduce policy changes in response. In addition, these policies will need continued support from stable regulatory regimes that stimulate and encourage the investment of private capital into industrial development. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively impact interest rates and liquidity, which could adversely impact the Indian economy and our business. Any downturn in the macroeconomic environment in India, or any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could materially adversely affect our business, prospects, financial condition and results of operations.

64. *If our key clients are unable to continue to grow their operations in India, our business and financial condition may be materially adversely impacted.*

Our growth depends, among other factors, on the growth of our key clients and the scope of their operations in India. In particular, the financial condition of our Hyperscaler clients may be impacted by global macroeconomic factors and national economic conditions and prospects in India, all of which are beyond our control. A decline in our clients' business performance may also lead to a corresponding decrease in demand for our services. Insufficient demand for data center solutions may also prevent growth in demand for our services, and consequently, materially and adversely affect our business, financial condition and results of operations.

65. *We are dependent on the availability and reliability on Indian infrastructure. Any deterioration of India's infrastructure would harm the national economy, disrupt the transportation of people, goods and supplies, and add costs to doing business in India.*

India's physical infrastructure is less developed than that of many developed nations. Any congestion or disruption with respect to communication systems or any public facility, including transportation infrastructure, could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of people, electricity, goods and supplies, and add costs to doing business in India. These disruptions could interrupt our business operations and materially harm our business, prospects, financial condition, results of operations and cash flows.

66. *Any downgrading of India's debt rating could have a negative impact on our business and the price of the equity shares.*

Our borrowing costs and our access to the debt capital markets are affected by the credit ratings of India. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control.

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional external financing is available. A downgrading of India's credit ratings may occur for reasons beyond our control, such as upon a change of government fiscal policy. This could have an adverse effect on our business and future financial performance, ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

67. *Compliance with present and changing laws, rules and regulations and legal uncertainties may adversely affect our business and financial performance.*

The regulatory and policy environment in which we operate is evolving and is subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For instance, GoI has announced the Union Budget for Fiscal 2025 pursuant to which the Finance Act, 2024 was tabled before the Lok Sabha, which has proposed certain amendments to taxations laws in India, including the introduction of the Direct Tax Code, 2025.

Further, the GoI introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labor legislations, were to take effect from April 1, 2021 (collectively, the "**Labor Codes**"). The GoI has deferred the effective date of implementation of the respective Labor Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the implementation of different provisions of the Labor Codes. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where payments made by the employer to the employee exceeds half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration. Accordingly, such amount shall be added to wages for the purposes of the Social Security Code. Further, any future amendments may affect our tax benefits such as exemptions for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemptions for interest received in respect of tax-free bonds, and long-term capital gains on equity shares. Changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. Further, the Social Security Code also provides that such schemes could, among other things, be partly funded by contributions from online platforms. The implementation of such laws has the ability to increase our employee and labor costs, thereby adversely affecting our results of operations and cash flows.

In addition, we may be affected by the adoption or implementation of new safety, health and environmental laws and regulations, new interpretations of existing laws, increased governmental enforcement of existing laws or other similar developments in the future. We could be adversely affected if existing legislations or regulations are expanded or amended to require changes in our business practices, or if such legislations or regulations are interpreted or implemented in ways that negatively affect our business, financial condition, cash flows, results of operations and prospects.

Our Company cannot predict whether any tax laws or other regulations affecting it will be enacted or predict the nature and effect of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business, results of operations, financial condition and cash flows.

68. ***Natural disasters, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could have a negative impact on the Indian economy and our business and adversely affect our business and project operations.***

Natural disasters such as floods, earthquakes or famines have in the past had a negative impact on the Indian economy. Potential effects of natural disasters may include damage to infrastructure and the loss of business continuity and business information. While our operations are generally not susceptible to interruption by localized natural disasters, because we are able to, for example, transfer information into the cloud, or utilize alternate data center locations for operations while one data center location is impacted, any widespread natural disaster could materially impact our ability to operate. In addition, natural disasters may impact our ability to progress the development of data centers, lead to delays in construction or commencement of operations, and generally expose us to cost overruns. If our facilities are affected by any of these events, our operations may be significantly interrupted, which could materially adversely affect our business, prospects, financial condition and results of operations.

69. ***Financial difficulty and other problems relating to financial institutions in India could have a material adverse effect on our business, results of operations, cash flows and financial condition.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as a “systemic risk”, may adversely affect financial intermediaries, such as credit rating agencies, banks, security trustees, and stock exchanges with which we interact on a daily basis. Any such difficulties or instability of the Indian financial system in general could create adverse market perceptions about the Indian financial institutions and banks and adversely affect our ability to obtain financing and consequently, our business. In addition, we deal with various financial institutions in our business. Any one of them could be negatively affected by financial difficulty as a result of occurrences over which we have no control. If one or more of our financial institutional counterparties or intermediaries suffers economic difficulty, this could have a material adverse effect on our business, results of operations, cash flows and financial condition.

70. ***Foreign investment laws in India include certain restrictions, which may affect our fundraising, future acquisitions and investments in India.***

We are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on raising foreign debt may have an adverse impact on our business, prospects, financial condition, results of operations and cash flows.

Further, India regulates ownership of Indian companies by non-residents, although some restrictions on foreign investment have been relaxed in recent years. For example, under its consolidated foreign direct investment policy, the GoI has set out additional requirements for foreign investments in India, including requirements with respect to downstream investments by Indian companies owned or controlled by non-resident entities, and the transfer of ownership or control from resident Indian persons or entities to non-residents of Indian companies in sectors with limits on foreign investment. Under current Indian regulations, transfers of shares between non-residents and residents are permitted (subject to certain exceptions) if they comply with, among other things, the guidelines specified by the RBI in relation to pricing and valuation of such shares and certain reporting requirements for such transactions specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions specified by the RBI, the prior approval of the RBI will be required before any such transfer may be consummated. We may not be able to obtain any required approval from the RBI or any other Indian regulatory authority on any particular terms or at all. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

Further, pursuant to applicable law, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through a prescribed GoI approval route. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all.

71. ***Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including, but not limited to, the conditions in the United States, Europe and Asia. Financial turmoil or instability and loss of investor confidence in Asia and elsewhere in the world in recent years has adversely affected the Indian economy in the past. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby adversely impact the Indian economy. Financial disruptions in the future could adversely affect our business, future financial condition and results of operations.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections. These developments, and the uncertainty of the economic impact such developments may have may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital.

Further, global trade tensions among the world's largest economies, and in particular tensions between the U.S. and major trading partners, China and Russia, continue to escalate following the introduction of a series of tariff measures in during calendar year 2025. Although China and Russia are the primary targets of U.S. trade measures, value chain linkages mean that other emerging markets, primarily in Asia, may also be impacted. China's policy response to these trade measures also presents a degree of uncertainty.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption could have an adverse effect on our cost of funding, business, and financial performance.

The long-term effect on the global economy remains uncertain. However, any reduction in global business activity may adversely affect economies and consumer spending, which may in turn affect our business.

72. *If inflation were to rise in India, we might not be able to increase the prices of our services in order to pass costs on to our clients and our profits might decline.*

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increasing inflation in India could cause a rise in the price of transportation, wages, raw materials, power and other expenses, and we may be unable to reduce our costs or pass the increased costs on to our clients by increasing the price that we charge for our services, and our financial condition, cash flows and results of operations may therefore be adversely affected.

73. *The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.*

Any change in Indian tax laws could have an effect on our operations. For instance, the Income Tax Act, 1961 ("**IT Act**") was amended to provide domestic companies an option to pay corporate income tax at the effective rate of 25.17% (inclusive of applicable surcharge and health and education cess), as compared to an effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us.

Further, with the implementation of the goods and services tax ("**GST**") regime in India, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer, which limits our benefits. In order for us to utilize input credit under GST, the entire value chain has to be GST compliant. There can be no assurance that our suppliers and dealers will be compliant with GST requirements. Any such failure may result in us incurring increased costs on account of non-compliance and may adversely affect our business and results of operations.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the IT Act to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, we are required to withhold tax on such dividends distributed at the applicable rate.

For instance, the Government of India has announced the union budget for the Financial Year 2026 (the "**Budget**"), pursuant to which the Finance Act, 2025 has amended the Income-tax Act, 1961, including the capital gains tax rates with effect from the date of announcement of the Budget. The Finance Act, 2025, proposes changes to India's taxation framework, including raising the tax exemption threshold to ₹1.2 million annually and recalibrating tax slabs, with the maximum rate of 30% applying to incomes of ₹2.4 million and above. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. Further, a bill was introduced in the Lok Sabha on February 13, 2025 to

consolidate and amend the laws relating to income-tax, via the Income-tax Bill, 2025. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any laws or regulations would have an adverse effect on our business. Further, any adverse order passed by the appellate authorities/tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims.

74. *We may be adversely affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.*

The Competition Act, 2002, as amended (the “**Competition Act**”), regulates agreements having or likely to have an appreciable adverse effect on competition (“**AAEC**”) in the relevant market in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. Given that we pursue strategic acquisitions, we may from time to time be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

While the GoI has implemented the Competition (Amendment) Act (the “**Competition Amendment Act**”), 2023 only certain amendments have been enforced. The Competition Amendment Act amends the Competition Act and provides certain additional powers of the CCI to prevent practices that have or are likely to have an AAEC. Per the Competition Amendment Act, the scope of certain factors used to determine AAEC was modified, the timeline for assessment of combinations by the CCI was reduced, and the CCI was empowered to impose penalties based on the global turnover of entities for anti-competitive agreements and abuse of dominant position. While partially enforced, we cannot ascertain at this stage as to whether the proposed amendments will come into force in the form suggested or at all, their applicability in respect of our operations, partially or at all once they come into force, or the extent to which the amendments, if and when they come into force, will result in additional costs for compliance, which in turn may adversely affect our business, results of operations, cash flows and prospects.

75. *Foreign Investors may have difficulty in enforcing foreign judgments against our Company or our management.*

Our Company is a limited liability public company incorporated under the laws of India. All of our Directors and Key Managerial Personnel named in this Draft Red Herring Prospectus are residents of India. Further, most of our assets are located in India. As a result, it may be difficult for investors to effect service of process upon us or to enforce judgments obtained against us. The recognition and enforcement of foreign judgments in India is governed by Sections 13 and 44A of the Code of Civil Procedure (“**Civil Code**”). India has reciprocal recognition and enforcement of judgements in civil and commercial matters with a limited number of jurisdictions, including, but not limited to, Singapore, Hong Kong, and the United Kingdom. However, the Civil Code only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amount payable in respect of taxes, other charges, fines or penalties.

In relation to jurisdictions with whom India does not reciprocate recognition, the party in whose favor a final foreign judgement is rendered must bring a fresh suit in India based on the final foreign judgement within three years of the date of the said judgment. Historically, there have been delays in the disposal of suits in certain commercial proceedings by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were to be brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the number of damages awarded was excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under the FEMA to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable.

Risks related to the Equity Shares and the Offer

76. *Our Promoters will continue to exercise significant influence and control over our Company after completion of the Offer.*

As of the date of this Draft Red Herring Prospectus, our Promoters hold 88.45% of the legal and beneficial ownership of our issued, subscribed and paid-up Equity Share capital, on a fully diluted basis. After the completion of the Offer, our Promoters will continue to control our Company and exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our constitutional documents, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures through their shareholding after the Offer. In accordance with applicable laws and regulations, our Promoters will have the ability to exercise, directly or indirectly, a significant influence over our business which could conflict with the interests of other shareholders.

Accordingly, the interests of our Promoters in their capacity as our shareholders may conflict with your interests and the interests of our other shareholders.

77. *You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.*

Under the Companies Act, 2013 a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

78. *Our Equity Shares have never been publicly traded, and after the Offer, the price of our Equity Shares may be highly volatile, or an active trading market for our Equity Shares may not develop. The Offer Price may not be indicative of the market price of the Equity Shares after the Offer, and you may be unable to resell your Equity Shares at or above the Offer Price or at all.*

Prior to the Offer, 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 Offer. Following the Offer, the Equity Shares are expected to trade on the Stock Exchanges. 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. We cannot assure you that active trading in the Equity Shares will develop after the Offer or, if such trading develops, that it will continue. Investors might not be able to sell the Equity Shares rapidly at the quoted price if there is no active trading in the Equity Shares.

The Offer Price of the Equity Shares is proposed to be determined through a book-building process 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. However, there has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. Furthermore, the Offer Price will be based on numerous factors, as described in the section "*Basis for Offer Price*" on page 138. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. The price of our Equity Shares on the Stock Exchanges may fluctuate after the Offer as a result of several factors, including: volatility in the Indian and global securities market; our operations and performance; performance of our competitors; adverse media reports about us or the data center industry generally; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal regulations.

Any perception by investors that such sales might occur could additionally affect the trading price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to sell your Equity Shares at or above the Offer Price, or at all. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

79. *The Offer Price, market capitalization to revenue multiple and enterprise-value-to-EBITDA ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.*

Our revenue from operations and EBITDA for Fiscal 2025 was ₹14,283.65 million and ₹6,342.46 million, respectively, and our market capitalization to revenue from operations (Fiscal 2025) multiple is [●] times and our enterprise-value-to-EBITDA ratio (based on Fiscal 2025 profit after tax for the period / year) is [●] at the upper end of the price band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section titled “*Basis for Offer Price*” on page 138 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

80. *If our Company does not receive the minimum subscription of 90% of the Fresh Issue, the Offer may fail.*

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. A securities transaction tax (“STT”) is levied on equity shares sold on an Indian stock exchange. Any capital gains exceeding ₹125,000, realized on the sale of listed equity shares on a recognised stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT. Further, any capital gain realized on the sale of listed equity shares of an Indian Company on a recognized stock exchange, which were held for more than 12 months immediately preceding the date of transfer, may be subject to long-term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT. Further any capital gains realised on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess), without indexation benefits.

Further, any capital gain realized on sale of listed equity shares of an Indian company on a recognized stock exchange, which were held for a period of 12 months or less immediately preceding the date of transfer, will be subject to short term capital gains tax in India at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates. Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. 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 realised upon the sale of the Equity Shares. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. As a result, subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of our Equity Shares. Investors are advised to consult their own tax advisors to understand their tax liability as per the laws prevailing on the date of disposal of Equity Shares.

The Government of India announced the interim union budget for Financial Year 2024-2025, following which the Finance Bill, 2024 (“Finance Bill”) was introduced in the Lok Sabha on February 1, 2024. Subsequently, the Finance Bill received the assent from the President of India and became the Finance Act, 2024, with effect from April 1, 2024 as amended by the Finance Act (No.2), (“Finance Act”). Further, pursuant to the Finance (No.2) Act of 2024, notified on August 16, 2024, the Government of India has introduced new income tax slabs, an increase in standard deduction and an increase in the deduction available in respect of private sector employer’s contribution to National Pension Scheme from 10% to 14% of the salary of the concerned employees.

We cannot predict whether any amendments made pursuant to the Finance Act or any subsequent legislation

would have an adverse effect on our business, results of operations, financial condition and cash flows. Unfavorable changes in or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

82. ***QIBs and Non-Institutional Bidders 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, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Offer.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and 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 Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until closure of the Offer.

While we are required to complete Allotment pursuant to the Offer within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed, 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. We may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

Therefore, QIBs and Non-Institutional Bidders would not be able to withdraw or lower their Bids, notwithstanding adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition, or otherwise, between the dates of the submission of their Bids and the Allotment.

83. ***Any future issuance of Equity Shares, convertible securities or other equity-linked securities may dilute your shareholding and sales of the Equity Shares by any of our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares, convertible securities or other equity-linked securities, (including through exercise of options under our employee stock option plan) or the disposal of Equity Shares by any of our Promoters or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of a shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

Indian laws and principles governing our corporate affairs, Articles of Association, composition of our Board, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

85. ***Subsequent to the listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measures and Graded Surveillance Measures by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "Listed Securities") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("ASM") and graded surveillance measures ("GSM").

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net worth, other measures such as price-to-earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the above-mentioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on the upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on the market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

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

The Equity Shares are proposed to be listed on the NSE and BSE. Pursuant to the applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and before trading in the Equity Shares may commence. Investors can begin trading the Equity Shares Allotted to them only after they have been credited to an investors' 'demat' account, become listed and are permitted to trade. Investors will be subject to market risk from the date they pay for the Equity Shares to the date when Equity Shares Allotted are listed and permitted to trade. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the successful Bidder's demat account with depository participant could take approximately two Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid Closing Date. There can be no assurance that the Equity Shares Allotted to a successful Bidder will be credited to such investor's demat account in a timely manner or that trading in the Equity Shares will commence in a timely manner. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

We are not a publicly listed company and have not, historically, 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 SEBI Listing Regulations, which will, among other things, require us to file audited annual and unaudited quarterly 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 publicly 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. 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 our business concerns, which may adversely affect our business, prospects, results of operations, cash flows and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

88. *Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.*

The U.S. "Foreign Account Tax Compliance Act" (or "FATCA") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an

intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered “foreign passthru payments”. Under current guidance, the term “foreign passthru payment” is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered “foreign passthru payments”. The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address “foreign passthru payments” and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as “foreign passthru payments”. Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

The Offer⁽¹⁾	Up to [●] Equity Shares, aggregating up to ₹ 37,000.00 million
<i>The Offer consists of:</i>	
Fresh Issue ⁽¹⁾⁽²⁾⁽⁷⁾	Up to [●] Equity Shares, aggregating up to ₹ 25,000.00 million
Offer for Sale ⁽³⁾	Up to [●] Equity Shares aggregating up to ₹12,000.00 million
Employee Reservation Portion ⁽⁴⁾	Up to [●] Equity Shares aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹[●] million
<i>The Net Offer consists of:</i>	
A. QIB Portion⁽⁵⁾⁽⁶⁾	Not more than [●] Equity Shares aggregating up to ₹[●] million
<i>of which:</i>	
- Anchor Investor Portion	Up to [●] Equity Shares
- Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares
<i>of which:</i>	
- Mutual Fund Portion	[●] Equity Shares
- Balance for all QIBs including Mutual Funds	[●] Equity Shares
B. Non-Institutional Portion⁽⁶⁾⁽⁷⁾	Not less than [●] Equity Shares aggregating up to ₹[●] million
<i>of which:</i>	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares
C. Retail Portion⁽⁷⁾	Not less than [●] Equity Shares aggregating up to ₹[●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus and prior to conversion of Preference Shares and CCDs)	510,131,127 Equity Shares
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus and post conversion of Preference Shares and CCDs)*	603,950,295 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds of the Offer	See “Objects of the Offer” beginning on page 108 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

* As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see “Capital Structure - History of Preference Share Capital of the Company” and “Capital Structure - History of compulsorily convertible debentures of the Company” each on page 96.

(1) Our Company, in consultation with the BRLMs, may consider an issue of specified securities aggregating up to ₹ 5,000.00 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. Further, details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchanges within 24 hours of such transactions, in accordance with Regulation 54 of the SEBI ICDR Regulations.

(2) The Offer has been authorized by a resolution dated September 25, 2025 passed by our Board and the Fresh Issue has been authorised by the Shareholders pursuant to a special resolution dated September 26, 2025.

(3) Our Board has taken on record the consent for the Offer for Sale by each of the Selling Shareholders, to severally and not jointly, participate in the Offer for Sale, pursuant to its resolution dated October 14, 2025. Each of the Selling Shareholders have severally and not jointly confirmed that its respective portion of the Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are eligible for being offered for sale, in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders have, severally and not jointly, authorised its participation in the Offer for Sale to its respective portion of the Offered Shares pursuant to their respective consent letters as set out below:

Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of authorization letter	Date of consent letter
KDCF	Up to ₹ 6,430.00 million	Up to [●] Equity Shares	September 29, 2025	October 14, 2025
KSSF	Up to ₹ 5,570.00 million	Up to [●] Equity Shares	September 29, 2025	October 14, 2025

All Offered Shares of the Selling Shareholders includes Equity Shares that will be issued upon conversion of all outstanding CCDs prior to the

- filing of the Red Herring Prospectus. For further details, see “The Offer” and “Capital Structure” beginning on pages 79 and 93.
- (4) The Employee Reservation Portion shall not exceed 5% of the post-Offer paid up Equity Share capital and the value of Allotment to any Eligible Employee shall not exceed ₹ 0.20 million (net of Employee Discount, if any). Provided that, in the event of under-subscription in the Employee Reservation Portion post the initial allotment, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). For further details, see “Offer Procedure” and “Offer Structure” beginning on pages beginning on pages 506 and 502.
- (5) Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Offer Procedure” beginning on page 506. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.
- (6) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange. Under-subscription, if any, in the Net QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Offer, subject to receiving minimum subscription as described in “Terms of the Offer – Minimum Subscription” on page 500 and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the first instance towards subscription for 100% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made first towards the Offered Shares in such manner as specified in the Offer Agreement. For further details, see “Offer Structure” beginning on page 502.
- (7) The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to NIBs shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs. The allotment to each NIB shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Pursuant to Rule 19(2)(b) of the SCRR, the Offer is being made for at least [●] % of the post- Offer paid-up Equity Share capital of our Company. Allocation to all categories, except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each RIB and NIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the Non-Institutional Portion, respectively, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see “Offer Procedure” and “Offer Structure” beginning on pages 506 and 502, respectively. For details of the terms of the Offer, see “Terms of the Offer” beginning on page 496.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information for the three-months period ended June 30, 2025 and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023. The summary of financial information presented below should be read in conjunction with the “*Restated Consolidated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 349 and 440, respectively.

(The remainder of this page has been left intentionally blank)

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(all amounts are in ₹ in million)

Particulars	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS				
(1) Non-current assets				
(a) Property, plant & equipment	22,452.21	18,099.34	12,574.38	10,360.20
(b) Right-of-use assets	8,754.39	5,474.98	4,802.18	3,722.68
(c) Capital work in progress	4,584.95	7,887.81	8,911.40	5,103.20
(d) Goodwill	-	-	-	-
(e) Other intangible assets	1.71	2.00	3.10	0.40
(f) Investment in properties under development	-	-	-	-
(g) Intangible assets under development	-	-	-	-
(h) Financial assets				
(i) Investments	2,389.74	2,297.53	1,298.01	606.32
(ii) Other financial assets	2,515.90	3,361.46	1,509.57	441.50
(i) Deferred tax assets	970.80	915.08	772.89	503.99
(j) Other non-current assets	1,420.21	1,738.13	4,584.73	2,818.50
Total of non-current assets	43,089.91	39,776.33	34,456.26	23,556.79
(2) Current assets				
(a) Inventories	-	-	-	-
(b) Financials assets				
(i) Current investments	-	-	-	-
(ii) Trade receivables	3,464.31	2,879.27	2,612.80	2,606.20
(iii) Cash and cash equivalents	266.20	2,969.39	1,282.84	2,140.00
(iv) Bank balance other than (iii) above	1,236.16	355.31	1,636.30	751.20
(v) Other financial assets	246.66	112.51	141.57	63.00
(c) Other current assets	1,105.92	954.26	1,023.12	757.04
Total of current assets	6,319.25	7,270.74	6,696.63	6,317.44
Total assets	49,409.16	47,047.07	41,152.89	29,874.23
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	5,101.31	5,101.31	5,058.60	5,058.60
(b) Other equity	12,441.95	12,306.95	10,423.19	4,110.74
Total equity	17,543.26	17,408.26	15,481.79	9,169.34
Liabilities				
Non-current liabilities				
(a) Financial liabilities	-	-	-	-
(i) Borrowings	18,660.64	20,977.22	17,083.60	12,888.10
(ii) Lease liability	5,586.28	2,809.35	2,704.40	1,990.70
(b) Provisions	16.07	11.50	5.10	6.00
(c) Deferred tax liabilities (net)	-	-	-	-
(d) Other non-current liabilities	36.00	36.00	36.00	36.00
Total non-current liabilities	24,298.99	23,834.07	19,829.10	14,920.80
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	3,042.58	2,204.27	2,799.00	2,923.50
(ii) Lease liability	366.46	214.59	199.00	344.90
(iii) Trade payables				
i. Total outstanding dues of micro and small enterprises	98.23	32.73	9.14	5.50
ii. Total outstanding dues other than micro and small enterprises	1,328.13	2,012.14	1,382.25	939.89
(iv) Other financial liabilities	2,304.14	787.44	1,086.70	1,181.00
(b) Other current liabilities	423.06	550.62	358.71	387.60
(c) Provisions	4.31	2.95	7.20	1.70
(d) Current tax liabilities (Net)	-	-	-	-
Total current liabilities	7,566.91	5,804.74	5,842.00	5,784.09
Total equity and liabilities	49,409.16	47,047.07	41,152.89	29,874.23

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(all amounts are in ₹ in million, except as otherwise stated)

Particulars	For the three months ended June 30, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Income				
Revenue from operations	3,985.98	14,283.65	11,141.70	10,213.40
Other income	69.44	259.10	275.40	177.30
Total income (I)	4,055.42	14,542.75	11,417.10	10,390.70
Expenses				
Cost of services rendered	1,549.31	5,824.00	4,773.70	4,645.00
Changes in inventories of finished goods and work-in-progress	-	-	-	-
Employee benefit expenses	176.04	544.36	408.60	318.90
Finance cost	564.15	1,528.14	1,200.50	951.90
Depreciation and amortisation expense	1,075.70	3,268.16	2,555.17	2,083.00
Other expenses	482.84	1,575.00	1,337.35	1,123.44
Total expenses (II)	3,848.04	12,739.66	10,275.32	9,122.24
Profit before share of profit/(loss) of an associate	207.38	1,803.09	1,141.78	1,268.46
Associate Share of profit/(loss)	(11.41)	(0.45)	-	-
Profit before tax (III = I - II)	195.97	1,802.64	1,141.78	1,268.46
Tax expenses (IV)				
Current tax	(114.89)	(681.23)	(478.20)	(446.50)
Deferred tax	55.24	142.19	268.90	144.90
Total Tax Expenses	(59.65)	(539.04)	(209.30)	(301.60)
Profit after tax (V = III - IV)	136.32	1263.60	932.48	966.86
Other comprehensive income				
Items that will not be reclassified to statement of profit and loss				
Remeasurement of net defined benefit liability/(asset) (net of tax)	(1.32)	(2.28)	(1.22)	(4.30)
Total comprehensive income / (loss) (VI)	(1.32)	(2.28)	(1.22)	(4.30)
Total comprehensive income (V+VI), (comprising profit and other comprehensive income / (loss))	135.00	1261.32	931.26	962.56
Basic earnings per share (face value of ₹ 10 each) (In ₹)	0.27	2.45	1.84	1.91
Diluted earnings per share (face value of ₹ 10 each) (In ₹)	0.26	2.41	1.84	1.90

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(all amounts are in ₹ in million)

Particulars	For the three months ended June 30, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	195.97	1,802.64	1,141.78	1,268.46
Adjustment for :				
Depreciation and amortisation expense	1,075.70	3,268.16	2,555.17	2,083.00
Share of loss of the associate	11.41	0.45	-	-
Finance expenses (considered separately)	564.15	1,528.14	1,200.50	906.90
Interest on Preference Capital	-	-	-	45.00
Allowance for doubtful debts	-	15.00	30.00	20.00
Provision for doubtful advances	-	-	1.80	1.00
Amortisation of lease prepayments	7.74	-	3.70	(0.30)
Creditors written back	-	-	-	(3.54)
Rental and other incidental Income	-	-	-	(0.10)
Investment written off	-	-	4.31	-
Unrealised foreign exchange fluctuation loss/(gain), net	0.84	4.51	29.94	(31.96)
Interest income (considered separately)	(54.09)	(210.17)	(229.80)	(86.80)
(Profit) /loss on sale of Property, Plant and Equipment (net)	(7.42)	(17.99)	3.00	(4.00)
Operating profit / (loss) before working capital changes	1,794.30	6,390.74	4,740.40	4,197.66
(Increase)/decrease in trade receivables - current	(586.00)	(283.18)	(36.30)	582.80
(Increase)/decrease in other financial assets - current	(138.64)	26.15	(42.10)	(14.59)
(Increase)/decrease in other financial assets - non current	848.12	(1,856.25)	(1,168.26)	(407.70)
(Increase)/decrease in other non-current assets	(48.09)	(147.25)	(37.33)	237.91
(Increase)/decrease in other current assets	(151.60)	(283.40)	86.10	82.28
(Increase)/decrease in other bank balances	(880.55)	1,281.05	(885.10)	(407.40)
Increase/(decrease) in trade payables	(622.50)	653.15	438.60	411.91
Increase/(decrease) in other non-current liabilities	-	-	-	36.00
Increase/(decrease) in other financial liabilities - current	1,003.49	292.21	(299.00)	(389.12)
Increase/(decrease) in other current liabilities	25.90	38.47	(28.90)	101.94
Increase/(decrease) in provisions - non current	3.30	4.11	(2.11)	(3.00)
Increase/(decrease) in provisions - current	1.30	(4.24)	5.50	(0.29)
Cash generated from operations	1,249.03	6,111.56	2,771.50	4,428.40
Tax (paid)/refund received	(241.99)	(637.40)	(660.10)	(694.40)
Net cash generated from operating activities	1,007.04	5,474.16	2,111.40	3,734.00
Cash flows from investing activities				
Purchase of Property, Plant and Equipment	(1,146.02)	(4,182.41)	(9,227.20)	(8,540.44)
Investment made in equity shares	(103.60)	-	(196.00)	(150.30)
Investment made in Preference Shares	-	(1,000.00)	(500.00)	-
Amount paid for acquisition of right of use assets	(423.40)	(722.74)	(167.65)	(943.60)
Sale proceeds of Property, Plant and Equipment	15.72	17.97	-	4.40
Rental Income	-	-	-	0.10
Interest income received	54.86	203.21	183.30	51.50
Net cash used in investing activities	(1,602.44)	(5,683.97)	(9,907.55)	(9,578.34)
Cash flow from financing activities				
Proceeds from long-term borrowings	963.14	8,356.10	5,840.41	5,936.30
Repayment of long-term borrowings	(3,118.46)	(5,884.81)	(2,077.76)	(1,403.91)
Proceeds from issue of Compulsorily Convertible Debentures	-	-	6,000.00	2,980.00
Proceeds from issue of Non-Convertible Debentures	-	2,500.00	-	-
Increase/(decrease) in short-term borrowings	692.50	(279.50)	(495.60)	(464.90)
Loan received/(repaid) from/to Fellow subsidiary company	-	(298.00)	108.00	100.00
Increase/(decrease) of lease liabilities	(229.27)	(445.85)	(411.20)	(302.00)
Dividend paid on Non-Cumulative Compulsorily Convertible Preference Shares	-	(22.50)	-	-
Premium received on issue of Non-Convertible Debentures	-	5.75	-	-
Interest paid	(415.71)	(2,035.03)	(1,691.71)	(763.73)

Particulars	For the three months ended June 30, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Net cash (used in) / generated from financing activities	(2,107.80)	1,896.16	7,272.14	6,081.76
Effect of exchange differences on translation of cash and bank balances	0.01	0.20	0.20	-
Net increase / (decrease) in cash & cash equivalents during the period/year	(2,703.19)	1,686.55	(523.81)	237.42
Cash and cash equivalents at the beginning of the period/year	2,969.39	1,282.84	1,806.65	1,569.08
Cash and cash equivalents at the end of the period/year	266.20	2,969.39	1,282.84	1,806.50

GENERAL INFORMATION

Sify Infinit Spaces Limited

Date of Incorporation: November 20, 2017

CIN: U74999TN2017PLC119607

Company Registration Number: 119607

Registered and Corporate Office

2nd Floor, TIDEL Park No 4
Rajiv Gandhi Salai, Taramani
Chennai, Tamil Nadu,
India, 600 113

For further details of our incorporation, see “*History and Certain Corporate Matters – Brief history of our Company*” on page 314.

Registrar of Companies

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

Registrar of Companies, Tamil Nadu at Chennai

Block No.6, B Wing 2nd Floor
Shastri Bhawan 26, Haddows Road
Chennai-600 034
Tamil Nadu

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been filed electronically and uploaded on the SEBI intermediary Portal at <https://siportal.sebi.gov.in> as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to “Easing of Operational Procedure – Division of Issues and Listing – CFD”. It will also be filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India

Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, ‘G’ Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 shall be filed with the RoC and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office, and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

Board of Directors

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

Name	Designation	DIN	Address
Chintaluri Venkata Rajeswara Rao	Whole-time Director	02624863	3A, Taxila Apartments, Number 3, 5 th Cross Street, Dr. R K Salai, Mylapore, Chennai, 600 004, Tamil Nadu, India
Vegesna Ananta Koti Raju	Chairperson and Non-Executive Director	00529027	5808, Trowbridge Way, San Jose, California, United States of America, 95138
Vegesna Bala Saraswathi	Non-Executive Director	07237117	5808, Trowbridge Way, San Jose, California, United States of America, 95138
Arun Seth	Independent Director	00204434	House number - A7, Geetanjali Enclave, Malviya Nagar, South Delhi, 110 017, Delhi, India
Padmaja Chunduru	Independent Director	08058663	No 5083 Tower 5, Prestige Song of South, Begur, Yelenahalli Chandrasekhara Pura, Bengaluru, 560 068, Karnataka, India
Ram Sewak Sharma	Independent Director	02166194	F-1101, Prateek Stylome, Sector 45, Noida, Plot No GH – 04/B Noida, Gautam Buddha Nagar, Uttar Pradesh, 201 301, India

Name	Designation	DIN	Address
Mark Evan Adams	Non-Executive, Non-Independent Director	11232866	80, 23 rd Ave, Santa Cruz, California, 95062, United States of America
Thomas Michael Bradicich	Independent Director	10672895	555, NW, 4 th Ave Apartment, 524, Boca Raton, Florida, United States of America, 334323684

For further details of our Board, see “*Our Management – Our Board*” beginning on page 325.

Company Secretary and Compliance Officer of our Company

Poornasandar D J is the Company Secretary and Compliance Officer of our Company. His details are set forth below:

Address: 2nd Floor, TIDEL Park No 4
Rajiv Gandhi Salai
Taramani, Chennai
Tamil Nadu, India, 600113
Tel: +91 44 2254 0851
Email: sisl.secretarial@sifycorp.com

Statutory Auditor

M/s Manohar Chowdhry & Associates

No. 27, Subramaniam Street
Abiramapuram
Chennai – 600 018
Tamil Nadu, India
Tel: +91 44 4290 3333/4290 3300
E-mail: suryanandh.ksy@mca.co.in
Peer review number: 018308
Firm registration number: 001997S

There has been no change in the auditors of our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Book Running Lead Managers

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai, 400 025
Maharashtra, India
Tel: +91 22 6630 3030
E-mail: sify.ipo@jmfl.com
Website: www.jmfl.com
Investor Grievance e-mail: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

CLSA India Private Limited

8/F Dalamal House
Nariman Point
Mumbai, 400 021
Maharashtra, India
Tel: +91 22 6650 5050
E-mail: sify.ipo@clsa.com
Website: www.india.clsa.com
Investor Grievance e-mail: investor.helpdesk@clsa.com
Contact Person: Siddhant Thakur/ Akhil Viswatmula
SEBI Registration Number: INM000010619

J.P. Morgan India Private Limited

J.P. Morgan Tower
Off C.S.T. Road, Kalina
Santacruz (East)
Mumbai 400 098
Maharashtra, India
Tel: +91 22 6157 3000
E-mail: SISL_IPO@jpmorgan.com
Investor grievance e-mail: investorsmb.jpmpipl@jpmorgan.com
Website: www.jpmpipl.com
Contact Person: Himanshi Arora / Krittee Bastawala
SEBI Registration: INM000002970

Kotak Mahindra Capital Company Limited[#]

27 BKC, 1st Floor, Plot No. C –27
“G” Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 4336 0000
E-mail: sify.ipo@kotak.com
Investor grievance e-mail: kmccredressal@kotak.com
Website: https://investmentbank.kotak.com
Contact Person: Ganesh Rane
SEBI Registration No.: INM000008704

Morgan Stanley India Company Private Limited

Altimus, Level 39 & 40
Pandurang Budhkar Marg, Worli
Mumbai 400 018
Maharashtra, India
Tel : +91 22 6118 1000

E mail : sifyipo@morganstanley.com
Website: www.morganstanley.com/india
Investor Grievance e-mail: investors_india@morganstanley.com
Contact Person: Sonal Taparia
SEBI Registration Number: INM000011203

**KDCF and KSSF, who are proposing to participate in the Offer for Sale as Selling Shareholders, are managed by KAAML. KSSF, KDCF and KAAML are associates of Kotak Mahindra Capital Company Limited in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, Kotak Mahindra Capital Company Limited will only be involved in the marketing of the Offer. Kotak Mahindra Capital Company Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.*

Legal Counsel to our Company as to Indian law

Cyril Amarchand Mangaldas

5th floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai – 400 013
Maharashtra, India
Tel: +91 22 2496 4455
E-mail: ipo.cam@cyrilshroff.com

Registrar to the Offer

KFin Technologies Limited

Selenium, Tower B, Plot 31 & 32
Gachibowli, Financial District
Nanakramguda, Serilingampally
Hyderabad – 500 032
Telangana, India
Tel: +91 40 6716 2222/18003094001
E-mail: sifyinfinit.ipo@kfintech.com
Website: www.kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Contact person: M. Murali Krishna
SEBI Registration No.: INR000000221

Bankers to the Offer

Escrow Collection Bank(s), Public Offer Account Bank and Refund Bank

[•]

Sponsor Banks

[•]

Bankers to our Company

Axis Bank Limited

Corporate Banking Branch, No. 3, Club House Road, Anna
Salai, Chennai – 600 002
Contact Person: Besgi Xevier
Tel: 044-6137001
E-mail: besgi.xevier@axisbank.com
Website: www.axisbank.com

The Hongkong and Shanghai Banking Corporation Limited

"Rajalakshmi", No.5 & 7, Cathedral Road, Chennai - 600
086
Contact Person: Naveen Victor
Tel: 9500131585
Email: naveen.victor@hsbc.co.in
Website: www.hsbc.co.in

Kotak Mahindra Bank Limited

471, Anna Salai, 12th Floor, prestige Polygon, Nandanam,
Chennai – 600 035
Contact Person: Dinesh Balaji
Tel: 044-61344553
Email: dineshbalaji.krishnamani@kotak.com
Website: www.kotak.com

State Bank of India

Overseas Branch, Commercial Clients Group, 86, Rajaji
Salai, Chennai - 600 001
Contact Person: Mr. Vageesh Kaushik, AGM & RM
Tel: 044 2525 5783
Website: www.sbi.co.in
Email: sbi.04804@sbi.co.in

Syndicate Members

[•]

Designated Intermediaries

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

The banks registered with SEBI, which offer the facility of ASBA services (i) in relation to ASBA (other than through UPI Mechanism) where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as may be prescribed by SEBI and updated from time to time.

Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. 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 websites of the respective Stock Exchanges at <https://www.bseindia.com/> and <https://www.nseindia.com/>, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time, and on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10, as updated from time to time.

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 the respective Stock Exchanges at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts to the Offer

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

Our Company has received written consent dated October 16, 2025 from Manohar Chowdhry & Associates, Statutory Auditors, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 25, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated October 16, 2025 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus, and such consent has not been withdrawn as

on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated October 16, 2025, from Vignesh Madhavan, independent chartered engineer, to include his name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as a chartered engineer (i) to the extent of information from the Project Reports included in this Draft Red Herring Prospectus and (ii) in relation to his certificate dated October 16, 2025 certifying the details of certain operational and capacity utilization data pertaining to our Company, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Inter-se allocation of responsibilities among the Book Running Lead Managers to the Offer

The following table sets forth the inter-se allocation of responsibilities for various activities in relation to the Offer among the Book Running Lead Managers:

S. No.	Activity	Responsibility
1.	Capital structuring with the relative components and formalities such as type of instruments, size of issue, etc. Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing	JM Financial
2.	Positioning strategy, drafting of business section of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus	JPM
3.	Drafting and approval of all statutory advertisements	JM Financial
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including audio & visual presentation. corporate advertising, brochure, etc. and filing of media compliance report	Morgan Stanley
5.	Appointment of intermediaries - Registrar to the Offer, advertising agency, Banker(s) to the Offer, Sponsor Bank, printer and other intermediaries, including coordination of all agreements to be entered into with such Intermediaries	CLSA
6.	Preparation of road show presentation	JPM
7.	Preparation of frequently asked questions	CLSA
8.	International institutional marketing (Asia) of the Offer which will cover, inter alia: <ul style="list-style-type: none"> • Institutional marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and Finalizing road show and investor meeting schedule 	JPM
9.	International institutional marketing (Europe) of the Offer which will cover, inter alia: <ul style="list-style-type: none"> • Institutional marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and Finalizing road show and investor meeting schedule 	CLSA
10.	International institutional marketing (United States and rest of world excluding Europe and Asia) of the Offer which will cover, inter alia: <ul style="list-style-type: none"> • Institutional marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and Finalizing road show and investor meeting schedule 	Morgan Stanley
11.	Domestic institutional marketing of the Offer, which will cover, inter alia: <ul style="list-style-type: none"> • Institutional marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and Finalizing road show and investor meeting schedule 	JM Financial
12.	Retail and Non-Institutional marketing of the Offer, which will cover, inter alia, <ul style="list-style-type: none"> • Finalising media, marketing and public relations strategy including list of frequently asked questions at road shows; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres 	Kotak*
13.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	Morgan Stanley
14.	Managing the book and finalization of pricing in consultation with the Company	JPM
15.	Post bidding activities including management of escrow accounts, coordinate non- institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of	JM Financial

S. No.	Activity	Responsibility
	collection and advising Company about the closure of the Offer, 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 on behalf of the Selling Shareholder and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI	

* *Kotak Special Situations Fund (“KSSF”) and Kotak Data Center Fund (“KDCF”), who are proposing to participate in the Offer for Sale as Selling Shareholders, are managed by Kotak Alternate Asset Managers Limited (“KAAML”). KSSF, KDCF and KAAML are associates of Kotak Mahindra Capital Company Limited in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, Kotak Mahindra Capital Company Limited will only be involved in the marketing of the Offer. Kotak Mahindra Capital Company Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.*

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of the SEBI ICDR Regulations and for monitoring the utilisation of the Gross Proceeds from the Fresh Issue. The relevant details shall be included in the Red Herring Prospectus.

Appraising Entity

None of the objects for which the Net Proceeds are proposed to be utilised have been appraised by any agency.

Credit Rating

As this is an Offer of Equity Shares, there is no credit rating required for the Offer.

Debenture Trustees

As this is an Offer of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Illustration of the Book Building Process

Book building in the context of the Offer refers to the process of collection of Bids on the basis of the Red Herring Prospectus and the Bid cum Application Forms (and the Revision Forms) within the Price Band and the minimum Bid Lot, which will be decided by our Company, in consultation with the Book Running Lead Managers, and will be advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/ Offer Closing Date. For further details, see “Offer Procedure” beginning on page 506.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective ASBA accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date Except for Allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as may be introduced under applicable laws.

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

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

The Bidders should note that the Offer is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment as per the prescribed timelines in compliance with the SEBI ICDR Regulations.

For further details, see “*Terms of the Offer*”, “*Offer Structure*” and “*Offer Procedure*” beginning on pages 496, 502 and 506, respectively.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see “*Offer Procedure*” beginning on page 506.

Underwriting Agreement

Our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus with the RoC in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. Specific details below have been intentionally left blank and will be filled in before, and this portion will be applicable upon the execution of the Underwriting Agreement and filing of the Prospectus.)

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of equity shares of face value of ₹ 10 each to be underwritten	Amount underwritten (in ₹ million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

The aforementioned underwriting commitments are indicative and will be finalised prior to filing the Prospectus with the RoC in accordance with provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the aforementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The aforementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board of Directors / IPO Committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

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

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. The extent of underwriting obligations (including any defaults in payment for which the respective Underwriter is required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount) and the Bids to be underwritten in the Offer by each Book Running Lead Manager shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Draft Red Herring Prospectus is set forth below:

(in ₹, except share data unless otherwise stated)

S. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A.	AUTHORISED SHARE CAPITAL⁽¹⁾		
	1,000,000,000 equity shares of face value of ₹10 each	10,000,000,000	-
	270,000,000 preference shares of face value of ₹10 each	2,700,000,000	
B.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER AND PRIOR TO CONVERSION OF PREFERENCE SHARES AND CCDS		
	510,131,127 equity shares of face value of ₹10 each	5,101,311,270	-
	50,000,000 preference shares of face value of ₹10 each	500,000,000	
C.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL POST CONVERSION OF PREFERENCE SHARES AND CCDS⁽⁴⁾		
	603,950,295 equity shares of face value of ₹10 each	6,039,502,950	-
D.	PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS		
	Offer of up to [●] equity shares of face value of ₹10 each aggregating up to ₹ 37,000.00 million ⁽²⁾⁽³⁾	[●]	[●]
	<i>of which</i>		
	Fresh Issue of up to [●] equity shares of face value of ₹10 each aggregating up to ₹ 25,000.00 million ⁽²⁾	[●]	[●]
	Offer for Sale of up to [●] equity shares of face value of ₹10 each aggregating up to ₹12,000.00 million ⁽²⁾⁽³⁾	[●]	[●]
	<i>which includes:</i>		
	Employee Reservation Portion of up to [●] equity shares of face value of ₹10 each aggregating up to ₹[●] million ⁽⁶⁾⁽⁷⁾	[●]	[●]
	Net Offer of up to [●] equity shares of face value of ₹10 each aggregating up to ₹[●] million	[●]	[●]
E.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER*		
	[●] equity shares of face value of ₹10 each	[●]	-
F.	SECURITIES PREMIUM ACCOUNT		
	Before the Offer		382,347,214
	After the Offer*		[●]

* To be included upon finalisation of the Offer Price, and subject to Basis of Allotment.

(1) For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association since incorporation" on page 315.

(2) The Offer has been authorized by a resolution dated September 25, 2025 passed by our Board and the Fresh Issue has been authorised by the Shareholders pursuant to a special resolution dated September 26, 2025.

(3) Our Board has taken on record the consent for the Offer for Sale by each of the Selling Shareholders, to severally and not jointly, participate in the Offer for Sale, pursuant to its resolution dated October 14, 2025. Each of the Selling Shareholders have severally and not jointly confirmed that its respective portion of the Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are eligible for being offered for sale, in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders have, severally and not jointly, authorised its participation in the Offer for Sale to its respective portion of the Offered Shares pursuant to their respective consent letters as set out below:

Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of authorization letter	Date of consent letter
KDCF	Up to ₹ 6,430.00 million	Up to [●] Equity Shares	September 29, 2025	October 14, 2025
KSSF	Up to ₹ 5,570.00 million	Up to [●] Equity Shares	September 29, 2025	October 14, 2025

(4) As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations, in the following manner:

Name of the holder	Number of convertible securities as on the date of this DRHP	Conversion Ratio	Maximum number of resultant Equity Shares
Preference Shares			
STL	50,000,000 preference shares of face value of ₹ 10 each	0.08047746	4,023,873
Total (A)			4,023,873
CCDs			
Kotak Special Situations Fund	20,000,000 Series 1 CCDs of ₹ 100 each	0.811243676	16,224,874
Kotak Special Situations Fund	20,000,000 Series 2 CCDs of ₹ 100 each	0.80779174	16,155,835
STL	10,000,000 STL CCDs of ₹ 100 each	0.811243676	8,112,438
STL	2,250,000 STL CCDs of ₹ 100 each	0.811243676	1,825,298
STL	10,000,000 STL CCDs of ₹ 100 each	0.80779174	8,077,917
Kotak Data Center Fund	48,000,000 Series 4 CCDs of ₹ 100 each	0.543483	26,087,184
Kotak Data Center Fund	12,000,000 Series 5 CCDs of ₹ 100 each	0.941651116	11,299,813
STL	2,500,000 STL CCDs of ₹ 100 each	0.8047744	2,011,936
Total (B)			89,795,295
Grand Total (A+B)			93,819,168

- (5) *Our Company, in consultation with the BRLMs, may consider a further issue of specified securities, aggregating to ₹ 5,000.00 million, as may be permitted under applicable law, at its discretion, in one or more tranches, prior to filing of the Red Herring Prospectus (“Pre-IPO Placement”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*
- (6) *Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 0.50 million (net of the Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of the Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of the Employee Discount, if any), subject to the total allocation to an Eligible Employee not exceeding ₹ 0.50 million (net of the Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 0.50 million (net of the Employee Discount, if any, as applicable) shall be added back to the Net Offer. Our Company, in consultation with the Book Running Lead Managers, may offer a discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees, which shall be announced at least two Working Days prior to the Bid/ Offer Opening Date. For further details, see “The Offer” on page 79.*
- (7) *Subject to valid bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws.*

(Remainder of this page has intentionally been left blank)

Notes to the Capital Structure

1. Share capital history of our Company

(i) Equity share capital history of our Company

The history of the equity share capital of our Company is set forth in the table below:

Date of allotment of equity shares	Number of equity shares allotted	Details of allottees	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
November 20, 2017 ⁽¹⁾	5,000,000	Allotment of 5,000,000 Equity Shares to STL ⁽²⁾	10	10	Cash	Initial subscription to the Memorandum of Association	5,000,000	50,000,000
February 1, 2021	500,000,000	Allotment of 500,000,000 Equity Shares to STL	10	Not applicable	Other than cash ⁽³⁾	Allotment pursuant to business transfer agreement dated January 28, 2021 executed between our Company and STL.	505,000,000	5,050,000,000
December 22, 2023	859,762	Allotment of 859,762 Equity Shares to STL (in its capacity as equity shareholder of Print House)	10	Not applicable	Other than cash ⁽⁴⁾	Pursuant to Print House Scheme	505,859,762	5,058,597,620
March 13, 2025	4,271,365	Allotment of 4,271,365 Equity Shares to STL (in its capacity as equity shareholder of Patel Auto)	10	Not applicable	Other than cash ⁽⁵⁾	Pursuant to Patel Auto Scheme	510,131,127	5,101,311,270

⁽¹⁾ Our Company was incorporated on November 20, 2017. The date of subscription to the MoA was November 18, 2017, and the allotment of Equity Shares pursuant to such subscription was taken on record by our Board on the same date.

⁽²⁾ One equity share each of face value of ₹10 each was allotted to Chintaluri Venkata Rajeswara Rao, Vijaykumar Paravasa Raju Muthu Raju, V. Gangadharan, V. Ramanujan, Srinivasaraghavan, R Hariharamoorthy, B. Ramanarayanan, M.G. Aravind, respectively, in their capacity as nominees of STL. Subsequently the registered ownership of the shares were transferred and as on date the following are the registered owners of the shares namely V. Ramanujan, Sriram D, Athmanandha Perumal S, Mathana Krishnan M K J, Praveen Krishna, Chetan Jain M, Ravi Rajamani, and CB Priya.

⁽³⁾ Our Company allotted 500,000,000 Equity Shares to STL, in consideration for acquisition of data center business of STL pursuant to the business transfer agreement dated January 28, 2021, executed between our Company and STL. For further details, please see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Business Transfer Agreement dated January 28, 2021 executed between our Company and STL" on page 321 of this DRHP.

⁽⁴⁾ Our Company issued and allotted 859,762 Equity Shares of our Company to the shareholders of Print House for 10,000,000 fully paid up equity shares of face value of ₹10 held by them. For further details, please see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Print House and our Company and their respective shareholders and creditors" on page 321 of this DRHP.

⁽⁵⁾ Our Company issued and allotted 1,708,546 Equity Shares of our Company to the shareholders of Patel Auto for every 100,000 fully paid-up equity shares of face value of ₹10 each held by them. For further details, please see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Patel Engineering Company (India) Private Limited and our Company and their respective shareholders and creditors" on page 320 of this DRHP.

(ii) **History of Preference Shares of the Company**

The history of the preference shares allotted by our Company since incorporation, is set out below:

Date of allotment of Preference Shares	Number of Preference Shares allotted/converted	Details of allottees	Face value per Preference Share (in ₹)	Issue price per Preference Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Preference Share	Cumulative paid-up Preference Share capital (in ₹)	Conversion ratio	Number of Equity Shares to be allotted post conversion	Estimated price per Equity Share (based on conversion) (in ₹)
December 22, 2023	50,000,000	Allotment of 50,000,000 Preference Share to RVIPL (in its capacity as preference shareholder of Print House)*	10	Not applicable	Other than cash*	Pursuant to Print House Scheme	50,000,000	500,000,000	0.08047746	4,023,873	124.26

* On December 22, 2023, our Company issued and allotted 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each of our Company to the preference shareholders of Print House for 50,000,000 non-cumulative redeemable preference shares of face value of ₹10 held by them. Further, our Shareholders vide resolution dated December 27, 2023 varied the terms of 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each to non-cumulative compulsorily convertible preference shares of ₹10 each. For further details, please see “History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Print House and our Company and their respective shareholders and creditors” and “History and Certain Corporate Matters – Amendments to our Memorandum of Association since incorporation” on pages 321 and 315 of this DRHP.

(iii) **History of compulsorily convertible debentures of the Company**

The history of the compulsorily convertible debentures allotted by our Company since incorporation, is set out below:

Date of allotment/conversion of debentures	Number of debentures allotted/converted	Details of allottees	Face value per debenture (in ₹)	Issue price per debenture (in ₹)	Nature of consideration	Nature of allotment	Conversion ratio	Number of Equity Shares to be allotted post conversion	Estimated price per Equity Share (based on conversion) (in ₹)
February 1, 2022	20,000,000	Allotment of 20,000,000 Series 1 CCDs to KSSF	100	100	Cash	Preferential allotment	0.811243676	16,224,874	123.27
February 1, 2022	20,000,000	Allotment of 20,000,000 Series 2 CCDs to KSSF ^A	100	100	Cash	Preferential allotment	0.80779174	16,155,835	123.79
March 29, 2022	10,000,000	Allotment of 10,000,000 STL CCDs to STL	100	100	Cash	Preferential allotment	0.811243676	8,112,438	123.27
October 27, 2022	2,250,000	Allotment of 2,250,000 STL CCDs to STL	100	Not applicable	Other than cash*	Allotment pursuant to transfer of STL’s investment in	0.811243676	1,825,298	123.27

Date of allotment/conversion of debentures	Number of debentures allotted/converted	Details of allottees	Face value per debenture (in ₹)	Issue price per debenture (in ₹)	Nature of consideration	Nature of allotment	Conversion ratio	Number of Equity Shares to be allotted post conversion	Estimated price per Equity Share (based on conversion) (in ₹)
						Tasoula Energy Private Limited to our Company [^]			
April 24, 2023	10,000,000	Allotment of 10,000,000 STL CCDs to STL	100	100	Cash	Preferential allotment	0.80779174	8,077,917	123.79
August 30, 2023	48,000,000	Allotment of 48,000,000 Series 4 CCDs to KDCF	100	100	Cash	Preferential allotment	0.543483	26,087,184	184.00
August 30, 2023	12,000,000	Allotment of 12,000,000 Series 5 CCDs to KDCF	100	100	Cash	Preferential allotment	0.941651116	11,299,813	106.20
August 12, 2025	2,500,000	Allotment of 2,500,000 STL CCDs to STL	100	100	Cash	Preferential allotment	0.8047744	2,011,936	124.26

* Our Company allotted 2,250,000 compulsorily convertible debentures of face value of ₹100 each to STL, pursuant to transfer of STL's data center business to our Company, in terms of the business transfer agreement dated January 28, 2021 and assignment agreement dated March 20, 2023, each executed between our Company and STL.

[^] In terms of the KSSF DSA, 20,000,000 Series 2 CCDs were partly paid to the extent of ₹1 at the time of allotment. The Series 2 CCDs were subsequently made fully paid up, and the receipt of the balance amount was taken on record by our Board pursuant to its resolution dated December 7, 2022.

[Remainder of the page left intentionally blank]

Our Company has made the abovementioned issuances and allotments of securities from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus in compliance with the relevant provisions of the Companies Act, 2013, to the extent applicable.

2. Secondary Transactions

Except as disclosed in “– *Build-up of the preference shareholding of our Promoters in our Company*” on page 100, there has been no acquisition or transfer of securities through secondary transactions by our Promoters, Selling Shareholders and members of the Promoter Group, as on the date of this Draft Red Herring Prospectus.

3. Issue of specified securities at a price lower than the Offer Price in the last year

The Offer Price is [●]. Except as disclosed in “– *Notes to the Capital Structure – Share capital history of our Company*” on page 95, our Company has not issued specified securities at a price that may be lower than the Offer Price in the last one year preceding the date of this Draft Red Herring Prospectus.

4. Issue of shares out of revaluation reserves

Our Company has not issued any Equity Shares or Preference Shares out of revaluation reserves since its incorporation.

5. Issue of shares for consideration other than cash or by way of bonus issue

Except as disclosed below, our Company has not issued any Equity Shares or Preference Shares for consideration other than cash or by way of bonus issuance as on the date of this Draft Red Herring Prospectus:

Date of allotment of equity shares	Number of equity shares allotted	Details of allottees	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason/Nature of allotment	Benefits accrued to our Company
Equity Shares						
February 1, 2021	500,000,000	Allotment of 500,000,000 Equity Shares to STL	10	Not applicable	Allotment pursuant to business transfer agreement dated January 28, 2021 executed between our Company and STL. ⁽¹⁾	Business growth with greater focus on data center business
December 22, 2023	859,762	Allotment of 859,762 Equity Shares to STL (in its capacity as equity shareholder of Print House)	10	Not applicable	Allotment pursuant to Print House Scheme ⁽²⁾	Simplification of group structure, greater synergies in business and operations, and efficiency of management
March 13, 2025	4,271,365	Allotment of 4,271,365 Equity Shares to STL (in its capacity as equity shareholder of Patel Auto)	10	Not applicable	Allotment pursuant to Patel Auto Scheme ⁽³⁾	Efficiency of management and reduction in administrative, operational, financial, managerial and other costs.
Preference Shares						
December 22, 2023	50,000,000	Allotment of 50,000,000 Preference Share to RVIPL (in its capacity as preference shareholder of Print House) ⁽⁴⁾	10	Not applicable	Allotment pursuant to Print House Scheme ⁽⁴⁾	Simplification of group structure, greater synergies in business and operations, and efficiency of management

⁽¹⁾ Our Company allotted 500,000,000 Equity Shares to STL, in consideration for acquisition of data center business of STL pursuant to the business transfer agreement dated January 28, 2021, executed between our Company and STL. For further details, please see “History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Business Transfer Agreement dated January 28, 2021 executed between our Company and STL” on page 321 of this DRHP.

⁽²⁾ Our Company issued and allotted 859,762 Equity Shares of our Company to the shareholders of Print House for 10,000,000 fully paid up equity shares of face value of ₹10 held by them. For further details, please see “History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since

incorporation - Scheme of Amalgamation between Print House and our Company and their respective shareholders and creditors” on page 321 of this DRHP.

- (3) Our Company issued and allotted 1,708,546 Equity Shares of our Company to the shareholders of Patel Auto for every 100,000 fully paid-up equity shares of face value of ₹10 each held by them. For further details, please see “History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Patel Engineering Company (India) Private Limited and our Company and their respective shareholders and creditors” on page 320 of this DRHP.
- (4) On December 22, 2023, our Company issued and allotted 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each of our Company to the preference shareholders of Print House for 50,000,000 non-cumulative redeemable preference shares of face value of ₹10 held by them. Further on December 27, 2023, our Shareholders vide resolution dated December 27, 2023 varied the terms of 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each to non-cumulative compulsorily convertible preference shares of ₹10 each. For further details, please see “History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Print House and our Company and their respective shareholders and creditors” and “History and Certain Corporate Matters – Amendments to our Memorandum of Association since incorporation” on pages 321 and 315 of this DRHP

6. Issue of shares pursuant to schemes of arrangement

Except for Equity Shares and Preference Shares allotted pursuant to the Print House Scheme and Equity Shares allotted pursuant to the Patel Auto Scheme, as disclosed in “– Notes to the Capital Structure – Share capital history of our Company ” on page 95, our Company has not allotted any specified securities pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

7. History of the share capital held by our Promoters and members of our Promoter Group

The details regarding our Promoters’ shareholding are set forth in the table below.

(a) Build-up of the equity shareholding of our Promoters in our Company

Except for STL, who holds 510,131,127 Equity Shares, none of our Promoters hold any Equity Shares in our Company, as on the date of this Draft Red Herring Prospectus.

The details regarding the build-up of the equity shareholding of our Promoter in our Company since incorporation is set forth in the table below:

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre- Offer share capital on a fully diluted basis(%)	Percentage of the post- Offer share capital (%)
STL							
November 20, 2017 ⁽¹⁾	5,000,000	Allotment of 5,000,000 Equity Shares to STL ⁽²⁾	Cash	10	10	0.83	[●]
February 1, 2021	500,000,000	Allotment of 500,000,000 Equity Shares to STL	Other than cash ⁽³⁾	10	Not applicable	82.79	[●]
December 22, 2023	859,762	Allotment of 859,762 Equity Shares to STL (in its capacity as equity shareholder of Print House)	Other than cash ⁽⁴⁾	10	Not applicable	0.14	[●]
March 13, 2025	4,271,365	Allotment of 4,271,365 Equity Shares to STL (in its capacity as equity shareholder of Patel Auto)	Other than cash ⁽⁵⁾	10	Not applicable	0.71	[●]
Total (A)	510,131,127					84.47	[●]

⁽¹⁾ Our Company was incorporated on November 20, 2017. The date of subscription to the MoA was November 18, 2017, and the allotment of Equity Shares pursuant to such subscription was taken on record by our Board on the same date.

⁽²⁾ One equity share each of face value of ₹10 each was allotted to Chintaluri Venkata Rajeswara Rao, Vijaykumar Paravasa Raju Muthu Raju, V. Gangadharan, V. Ramanujan, Srinivasaraghavan, R Hariharamoorthy, B. Ramanarayanan, M.G. Aravind, respectively, in their capacity as nominees of STL. Subsequently the registered ownership of the shares were transferred and as on date the following are the registered owners of the shares namely V. Ramanujan, Sriram D, Athmanandha Perumal S, Mathana Krishnan M K J, Praveen Krishna, Chetan Jain M, Ravi Rajamani, and CB Priya.

- (3) Our Company allotted 500,000,000 Equity Shares to STL, in consideration for acquisition of data center business of STL pursuant to the business transfer agreement dated January 28, 2021, executed between our Company and STL. For further details, please see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Business Transfer Agreement dated January 28, 2021 executed between our Company and STL" on page 321 of this DRHP.
- (4) Our Company issued and allotted 859,762 Equity Shares of our Company to the shareholders of Print House for 10,000,000 fully paid up equity shares of face value of ₹10 held by them. For further details, please see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Print House and our Company and their respective shareholders and creditors" on page 321 of this DRHP.
- (5) Our Company issued and allotted 1,708,546 Equity Shares of our Company to the shareholders of Patel Auto for every 100,000 fully paid-up equity shares of face value of ₹10 each held by them. For further details, please see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Patel Engineering Company (India) Private Limited and our Company and their respective shareholders and creditors" on page 320 of this DRHP.

As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge. Further, all Equity Shares held by our Promoters were fully paid up as on the respective date of their allotment.

(b) Build-up of the preference shareholding of our Promoters in our Company

The details regarding the build-up of the preference shareholding of our Promoters in our Company since incorporation is set forth in the table below:

Date of allotment/ transfer	Number of preference shares allotted/ transferred	Nature of transaction	Nature of consideration	Face value per preference shares (₹)	Issue price/ transfer price per preference shares (₹)	Percentage of the pre- Offer share capital (%) on a fully diluted basis	Percentage of the post- Offer share capital (%)
RVIPL							
December 22, 2023	50,000,000	Allotment of 50,000,000 Preference Share to RVIPL (in its capacity as preference shareholder of Print House)*	Other than cash*	10	Not applicable	0.67	[●]
June 4, 2024	50,000,000	Transfer of Preference Shares to STL	Cash	10	14.61	0.67	[●]
STL							
June 4, 2024	50,000,000	Transfer of Preference Shares from RVIPL	Cash	10	14.61	0.67	[●]

* On December 22, 2023, our Company issued and allotted 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each of our Company to the preference shareholders of Print House for 50,000,000 non-cumulative redeemable preference shares of face value of ₹10 held by them. Further on December 27, 2023, our Shareholders vide resolution dated December 27, 2023 varied the terms of 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each to non-cumulative compulsorily convertible preference shares of ₹10 each. For further details, please see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Print House and our Company and their respective shareholders and creditors" and "History and Certain Corporate Matters – Amendments to our Memorandum of Association since incorporation" on pages 321 and 315 of this DRHP.

(c) **Build-up of the CCDs held by our Promoter in our Company**

The details regarding the build-up of the CCDs held by our Promoter in our Company since incorporation is set forth in the table below:

Date of allotment/ conversion of debentures	Number of debentures allotted/converted	Nature of transaction	Nature of consideration	Face value per debenture (₹)	Issue price/ transfer price per debenture (₹)	Percentage of the pre-Offer share capital (%) on a fully diluted basis	Percentage of the post-Offer share capital (%)
STL							
March 29, 2022	10,000,000 STL CCDs	Preferential allotment	Cash	100	100	1.34	[●]
October 27, 2022	2,250,000 STL CCDs	Allotment pursuant to transfer of STL's investment in Tasoula Energy Private Limited to our Company*	Other than cash*	100	Not applicable	0.30	[●]
April 24, 2023	10,000,000 STL CCDs	Preferential allotment	Cash	100	100	1.34	[●]
August 12, 2025	2,500,000 STL CCDs	Preferential allotment	Cash	100	100	0.33	[●]
Total (A)	24,750,000 STL CCDs					3.31	[●]

* Our Company allotted 2,250,000 compulsorily convertible debentures of face value of ₹100 each to STL, pursuant to transfer of STL's data center business to our Company, in terms of the business transfer agreement dated January 28, 2021 and assignment agreement dated March 20, 2023, each executed between our Company and STL.

(d) **Build-up of the equity shareholding of members of the Promoter Group**

As on the date of this Draft Red Herring Prospectus, members of the Promoter Group in our Company do not hold any Equity Shares.

8. Details of lock-in of Equity Shares

(a) **Details of Promoters' contribution and lock-in**

- (i) In accordance with Regulation 14 and Regulation 16(1)(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer equity share capital of our Company held by our Promoters, shall be locked in for a period of three years from the date of Allotment as minimum Promoters' contribution, or any other period as may be prescribed under applicable law. The shareholding of our Promoters in excess of 20% of the fully diluted post-Offer equity share capital shall be locked in for a period of one year from the date of Allotment.
- (ii) The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of three years from the date of Allotment as minimum Promoters' contribution are set forth in the table below:

Name of Promoter	Number of Equity Shares locked-in ⁽¹⁾⁽²⁾	Date of allotment /transfer of Equity Shares and when made fully paid-up	Nature of transaction	Face value per Equity Share (₹)	Issue/ acquisition price per Equity Share (₹)	Percentage of the pre-Offer paid-up capital (%)	Percentage of the post-Offer paid-up capital (%)	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated in the Prospectus.

⁽¹⁾ For a period of three years from the date of Allotment.

⁽²⁾ All Equity Shares were fully paid-up at the time of allotment/acquisition.

- (iii) Our Promoters have given their consent for inclusion of such number of Equity Shares held by them as part of the Promoters' contribution, subject to lock-in requirements as specified under Regulation 14 of the SEBI ICDR Regulations. Our Promoters have agreed not to dispose, sell, transfer, create any pledge, lien or otherwise encumber in any manner, the Promoters' contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the

lock-in specified above, or for such other time as required under the SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

- (iv) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of minimum Promoters' contribution in terms of Regulation 15 of the SEBI ICDR Regulations.

In this connection, we confirm the following:

- a. The Equity Shares offered as a part of the minimum Promoters' contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction; or (b) resulting from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or resulted from bonus issue against Equity Shares which are otherwise ineligible for computation of minimum Promoters' contribution.
- b. The minimum Promoters' contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.
- c. Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a Company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or limited liability partnership.
- d. As on the date of this Draft Red Herring Prospectus, Equity Shares held by our Promoters and offered for minimum Promoters' contribution are not subject to pledge with any creditor or any other encumbrance.

(b) *Details of Equity Shares locked-in for six months*

- (i) In addition to the lock-in requirements prescribed in “ - *Details of Promoters' contribution and lock-in*” on page 101, in accordance with Regulation 17 of the SEBI ICDR Regulations, except for the Promoters' shareholding which shall be locked-in as above, the entire pre-Offer equity share capital of our Company will be locked-in for a period of six months from the date of Allotment, except for (a) the Equity Shares Allotted pursuant to the Offer for Sale; (b) the Equity Shares held by VCFs or Category I AIF or Category II AIF or a foreign venture capital investor, subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by the VCFs or Category I AIF or Category II AIF or FVCI; and (c) any Equity Shares allotted to employees of our Company, whether currently an employee or not, which have been allotted to them under the ESOP 2025, provided that any Equity Shares issued and allotted pursuant to the ESOP 2025 prior to the Allotment will be subject to a one year lock-in from the date of allotment to eligible employees, pursuant to the ESOP 2025 and the SEBI SBEB & SE Regulations. In accordance with Regulation 17(c) of the SEBI ICDR Regulations, the Equity Shares held by KDCF and KSSF, are exempted from the lock-in requirement for a period of six months from the date of Allotment.
- (ii) As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

(c) *Lock-in of Equity Shares allotted to Anchor Investors*

There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

(d) *Other lock-in requirements*

- (i) The Equity Shares held by the Promoters which are locked-in for a period of three years from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions or NBFC-ND-SI or housing finance companies, as collateral security for loans granted by such banks or public financial institutions or NBFC-ND-SI or housing finance companies in terms of Regulation 21(a) of the SEBI ICDR Regulations, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of Equity Shares is a term of sanction of such loans. However, in terms of Regulation 21(b) of the SEBI ICDR Regulations, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

- (ii) In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoters and/or any member of our Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of the transferee for the remaining period and compliance with the Takeover Regulations, as applicable, and such transferee shall not be eligible to transfer them till the lock-in period stipulated in the SEBI ICDR Regulations has expired.
- (iii) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by any person other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer as per Regulation 17 of the SEBI ICDR Regulations, may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

9. Details of Equity Shares held by our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel and members of our Senior Management

- (i) Except as stated below, as on the date of this Draft Red Herring Prospectus, none of the Promoters and members of our Promoter Group hold any Equity Shares of our Company.

S. No.	Name	Number of Equity Shares	Number of Preference Shares	Number of CCDs	Number of Equity Shares of face value of ₹10 each on a fully diluted basis*	Percentage of the pre-Offer equity share capital on a fully diluted basis(%)	Percentage of the post-Offer equity share capital (%)#
Promoters							
1.	STL**	510,131,127	50,000,000	24,750,000	534,182,589	88.45	●
Total		510,131,127	50,000,000	24,750,000	534,182,589	88.45	●

To be updated in the Prospectus.

* Assuming conversion of all outstanding Preference Shares and CCDs. As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure – History of Preference Shares of the Company" and "Capital Structure – History of compulsorily convertible debentures of the Company" each on page 96.

** Includes one Equity Share each held by eight nominee shareholders on behalf of STL.

For further details, see "Our Promoters and Promoter Group" beginning on page 341.

- (ii) Except as stated below, as on the date of this Draft Red Herring Prospectus, none of the Directors, directors of our Corporate Promoters, Key Managerial Personnel and members of our Senior Management hold any Equity Shares of our Company.

S. No.	Name	Number of Equity Shares	Number of Preference Shares	Number of CCDs	Number of Equity Shares of face value of ₹10 each on a fully diluted basis*	Percentage of the pre-Offer equity share capital (%) on a fully diluted basis*	Percentage of the post-Offer equity share capital (%)#
Directors of our Corporate Promoters							
Nil							
Directors							
Nil							
Key Managerial Personnel							
Nil							
Members of Senior Management							
1.	CB Priya^	1	Nil	Nil	1	Negligible	●
Total		1	Nil	Nil	1	Negligible	●

To be updated in the Prospectus.

* Assuming conversion of all outstanding Preference Shares and CCDs. As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure – History of Preference Shares of the Company" and "Capital Structure – History of compulsorily convertible debentures of the Company" each on page 96.

^ As a nominee of STL.

For further details, see "Our Management" beginning on page 325.

10. As of the date of the filing of this Draft Red Herring Prospectus, the total number of our Shareholders are 11.

11. Shareholding pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III) [^]	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of Equity Shares underlying Outstanding convertible securities (including Warrants, ESOP, etc.) (X)	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (XI) = (VII+X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XIII)		Number of Equity Shares of face value ₹ 10 each pledged (XIV)		Non-Disposal Undertaking (XV)	Other encumbrances, if any (XVI)	Total number of shares encumbered (XVII) = (X)	Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights		Total as a % of (A+B+C)				Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)				
								Class: Equity Shares	Class: Others												
(A)	Promoter and Promoter Group	1	510,131,119	-	-	510,131,119	100.00	510,131,119	-	100.00	24,051,462	534,182,581	88.45	-	-	-	-	-	-	-	510,131,119
(B)	Public	10	8 [#]	-	-	8	0.00	8	-	0.00	69,767,706	69,767,714	11.55	-	-	-	-	-	-	-	8
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	11	510,131,127	-	-	510,131,127	100.00	510,131,127	-	100.00	93,819,168	603,950,295	100.00	-	-	-	-	-	-	-	510,131,127

Note: As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure - History of Preference Shares of the Company" and "Capital Structure - History of compulsorily convertible debentures of the Company" each on page 96.

[^] Includes KDFC and KSSF who hold CCDs.

[#] Eight Equity Shares of face value ₹ 10 each are held by V. Ramanujan, Sriram D, Athmanandha Perumal S, Mathana Krishnan M K J, Praveen Krishna, Chetan Jain M, Ravi Rajamani, and CB Priya.

12. Details of equity shareholding of the major Shareholders of our Company

- a) The Shareholders holding 1% or more of the paid-up equity share capital of the Company and the number of Equity Shares held by them as on the date of this Draft Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	Number of equity shares of face value of ₹10 each	Number of Preference Shares	Number of CCDs	Number of Equity Shares of face value of ₹10 each on a fully diluted basis*	Percentage of the pre-Offer equity share capital (%) on a fully diluted basis	Percentage of the post-Offer equity share capital (%)
1.	STL^	510,131,127	50,000,000	24,750,000	534,182,589	88.45	●
2.	KSSF	Nil	Nil	40,000,000	32,380,709	5.36	●
3.	KDCF	Nil	Nil	60,000,000	37,386,997	6.19	●
Total		510,131,127	50,000,000	124,750,000	603,950,295	100.00	●

^ Includes one Equity Share each held by eight nominee shareholders on behalf of STL.

* As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure - History of Preference Shares of the Company" and "Capital Structure - History of compulsorily convertible debentures of the Company" each on page 96

- b) The Shareholders who held 1% or more of the paid-up equity share capital of the Company and the number of Equity Shares held by them 10 days prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	Number of equity shares of face value of ₹10 each	Number of Preference Shares	Number of CCDs	Number of Equity Shares of face value of ₹10 each on a fully diluted basis*	Percentage of the pre-Offer equity share capital (%) on a fully diluted basis	Percentage of the post-Offer equity share capital (%)
1.	STL^	510,131,127	50,000,000	24,750,000	534,182,589	88.45	●
2.	KSSF	Nil	Nil	40,000,000	32,380,709	5.36	●
3.	KDCF	Nil	Nil	60,000,000	37,386,997	6.19	●
Total		510,131,127	50,000,000	124,750,000	603,950,295	100.00	●

^ Includes one Equity Share each held by eight nominee shareholders on behalf of STL.

* As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure - History of Preference Shares of the Company" and "Capital Structure - History of compulsorily convertible debentures of the Company" each on page 96.

- c) The Shareholders who held 1% or more of the paid-up equity share capital of our Company and the number of Equity Shares held by them one year prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	Number of equity shares of face value of ₹10 each	Number of Preference Shares	Number of CCDs	Number of Equity Shares of face value of ₹10 each on a fully diluted basis*	Percentage of the pre-Offer equity share capital (%) on a fully diluted basis	Percentage of the post-Offer equity share capital (%)
1.	STL^	505,859,762	50,000,000	22,250,000	527,899,288	88.32	●
2.	KSSF	Nil	Nil	40,000,000	32,380,709	5.42	●
3.	KDCF	Nil	Nil	60,000,000	37,386,997	6.26	●
Total		505,859,762	50,000,000	122,250,000	597,666,994	100.00	●

^ Includes one Equity Share each held by eight nominee shareholders on behalf of STL.

* As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure - History of Preference Shares of the Company" and "Capital Structure - History of compulsorily convertible debentures of the Company" each on page 96.

- d) The Shareholders who held 1% or more of the paid-up equity share capital of the Company and the number of Equity Shares held by them two years prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	Number of equity shares of face value of ₹10 each	Number of Preference Shares	Number of CCDs	Number of Equity Shares of face value of ₹10 each on a fully diluted basis [*]	Percentage of the pre-Offer equity share capital (%) on a fully diluted basis	Percentage of the post-Offer equity share capital (%)
1.	STL [^]	505,000,000	Nil	22,250,000	523,015,653	88.23	[●]
2.	KSSF	Nil	Nil	40,000,000	32,380,709	5.46	[●]
3.	KDCF	Nil	Nil	60,000,000	37,386,997	6.31	[●]
	Total	505,000,000	Nil	122,250,000	592,783,359	100.00	[●]

[^] Includes one Equity Share each held by eight nominee shareholders on behalf of STL.

^{*} As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see “Capital Structure - History of Preference Shares of the Company” and “Capital Structure - History of compulsorily convertible debentures of the Company” each on page 96.

13. As on the date of this Draft Red Herring Prospectus, all the Equity Shares held by our Promoters are held in dematerialised form.
14. There are no partly paid up Equity Shares as on the date of this Draft Red Herring Prospectus, and all Equity Shares issued pursuant to the Offer will be fully paid up at the time of Allotment.
15. Except as disclosed under “Notes to Capital Structure – Share capital history of our Company” and “– History of the share capital held by our Promoters” on page 95 and 99, respectively, none of our Promoters, the directors of our Promoters, members of our Promoter Group, our Directors and their respective relatives have purchased, acquired or sold any securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
16. Our Company, our Directors and the BRLMs have not made any or entered into any buy-back arrangements for purchase of Equity Shares.
17. Except for the allotment of specified securities pursuant to the (i) Fresh Issue, (ii) conversion of CCPS and CCDs, and (iii) Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges.
18. The Company shall allot specified securities through (i) the Fresh Issue, (ii) Equity Shares issued under ESOP 2025; and (iii) Pre-IPO Placement. Further, our Company may undertake fund raising activities post listing of its Equity Shares, to support its growth and expansion strategies, as may be determined by our Board in accordance with applicable laws. Except as stated above, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise.
19. Except for the allotment of specified securities pursuant to the conversion of CCPS and CCDs, there are no outstanding convertible securities or any warrant, option or right to convert a debenture, loan or other instrument which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.
20. No person connected with the Offer, including, but not limited to the BRLMs, the Syndicate Members, our Company, the Promoters, each of the Selling Shareholders, our Directors, or the members of the Promoter Group, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the issue.

21. Except as disclosed below, the BRLMs and their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company:

S.No.	Name of the BRLM/associate of the BRLM	Maximum number of Equity Shares post conversion of CCDs	Percentage of the pre-Offer shareholding (%) on a fully diluted basis*
1.	KDCF	37,386,997	6.19
2.	KSSF	32,380,709	5.36

*Assuming conversion of all outstanding Preference Shares and CCDs. As on the date of this Draft Red Herring Prospectus, there are 50,000,000 Preference Shares and 124,750,000 CCDs outstanding, which will be converted into a maximum of 4,023,873 and 89,795,295 Equity Shares, respectively, aggregating up to a total of 93,819,168 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details of the Preference Shares and CCDs, see "Capital Structure - History of Preference Shares of the Company" and "Capital Structure - History of compulsorily convertible debentures of the Company" each on page 96.

22. Except as disclosed below, none of the BRLMs are an associate (as defined under the SEBI Merchant Bankers Regulations) of the Company as per Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulation, 1992:

KSSF and KDCF, who are proposing to participate in the Offer for Sale as Selling Shareholders, are managed by KAAML. KSSF, KDCF and KAAML are associates of Kotak Mahindra Capital Company Limited in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, Kotak Mahindra Capital Company Limited will only be involved in the marketing of the Offer. Kotak Mahindra Capital Company Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.

23. There have been no financing arrangements whereby the Promoters, members of the Promoter Group, the directors of our Promoters, our Directors, and their relatives (as defined under the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the relevant financing entity) during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
24. Our Company shall ensure that transactions in the Equity Shares by our Promoters and the Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transaction.
25. Our Promoters and members of the Promoter Group shall not participate in the Offer.
26. **Employee Stock Option Scheme of our Company**

Sify Infinit Employee Stock Option Plan 2025 ("ESOP 2025")

Our Company, pursuant to the resolution passed by our Board on September 25, 2025 and the special resolution passed by our Shareholders on September 26, 2025, has approved and adopted the ESOP 2025 to create, issue, offer and allot, in one or more tranches, not more than 30,000,000 Equity Shares pursuant to ESOP 2025. The objective of ESOP 2025 is to (i) incentivize and reward employees for their continuous performance and association with our Company; (ii) attract and retain the key talents by way of rewarding their high performance and motivating them to contribute to the overall corporate growth and profitability of our Company; and (iii) enable employees to create wealth in future. The ESOP 2025 is in compliance with the SEBI SBEB & SE Regulations and other Applicable Laws.

As on date of this Draft Red Herring Prospectus, no employee stock options have been granted, vested, exercised, forfeited, lapsed or cancelled under the ESOP 2025.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue of [●] equity shares of face value of ₹10 each aggregating to ₹25,000.00 million by our Company and an Offer for Sale of [●] equity shares of face value of ₹10 each aggregating to ₹12,000.00 million by the Selling Shareholders. For details, see “*Summary of the Offer Document – Offer size*” and “*The Offer*” on pages 17 and 79, respectively.

Offer for Sale

Each of the Selling Shareholders shall be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their proportion of Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and accordingly, the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details, see “*- Offer related expenses*” on page 135.

Requirement of funds and utilisation of the Net Proceeds

Our Company proposes to utilise the Net Proceeds from the Fresh Issue towards the following objects:

1. Part funding of capital expenditure requirements towards completion of tower B of data center in Siruseri, Chennai (“**Chennai 02 Data Center**”);
2. Part funding of capital expenditure requirements for setting up of towers 11 and 12 of data center in Rabale, Navi Mumbai (“**Rabale Data Center**”);
3. Repayment / prepayment, in full or in part, of certain borrowings availed of by our Company; and
4. General corporate purposes.

(collectively, referred to herein as the “**Objects**”).

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us: (i) to undertake our existing business activities; and (ii) to undertake the activities for which the funds are being raised by us in the Fresh Issue and are proposed to be funded from the Net Proceeds.

Further, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including to enhance our brand image among our existing and potential customers and creation of a public market for the Equity Shares in India.

Fresh Issue

The details of the proceeds from the Fresh Issue are summarised in the following table:

Particulars	Estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue	25,000.00 ⁽¹⁾⁽²⁾
(Less) Fresh Issue related expenses	([●])
Net Proceeds	[●]⁽³⁾

⁽¹⁾ Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Our Company, in consultation with the BRLMs, may consider an issue of specified securities aggregating up to ₹5,000.00 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

⁽²⁾ Subject to full subscription of the Fresh Issue component.

⁽³⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided hereunder:

Particulars	Amount (in ₹ million) ⁽¹⁾
Part funding of capital expenditure requirements towards completion of tower B of Chennai 02 Data Center	4,650.00
Part funding of capital expenditure requirements for setting up of towers 11 and 12 of Rabale Data Center	8,600.00
Repayment / prepayment, in full or in part, of certain borrowings availed by our Company	6,000.00
General corporate purposes	[●] ⁽²⁾
Total⁽³⁾	[●]

- (1) Our Company, in consultation with the BRLMs, may consider an issue of specified securities aggregating up to ₹5,000.00 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
- (2) The amount to be utilised for general corporate purposes will not exceed 25% of the Gross Proceeds.
- (3) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as follows:

(in ₹ million)

Particulars	Total estimated cost ⁽³⁾	Amount deployed as of August 31, 2025 ⁽⁴⁾	Estimated amount to be funded from the Net Proceeds ⁽⁵⁾	Estimated amount to be funded by way of borrowing arrangements	Estimated deployment of the Net Proceeds in Fiscals		
					2027	2028	2029
Part funding of capital expenditure requirements towards completion of tower B of Chennai 02 Data Center	12,020.07	4,407.41	4,650.00	2,962.66	1,150.00	2,500.00	1,000.00
Part funding of capital expenditure requirements for setting up of towers 11 and 12 of Rabale Data Center	11,276.93	10.76	8,600.00	2,666.17	2,600.00	3,500.00	2,500.00
Repayment / prepayment, in full or in part, of certain borrowings availed by our Company	6,000.00	-	6,000.00	-	6,000.00	-	-
General corporate purposes ⁽¹⁾⁽²⁾	-	-	[•]	-	[•]	[•]	[•]
Total⁽²⁾	29,297.00	4,418.17	[•]	5,628.83	[•]	[•]	[•]

(1) The amount to be utilised for general corporate purposes will not exceed 25% of the Gross Proceeds.

(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

(3) Inclusive of GST, to the extent applicable. The GST will be paid through the borrowing arrangements and will not be funded through the Net Proceeds.

(4) As certified by Manohar Chowdhry & Associates, Statutory Auditor, pursuant to their certificate dated October 16, 2025.

(5) Exclusive of GST.

The amount that will be outstanding in relation to the objects specified above, after deployment of the Net Proceeds, will be funded through borrowing arrangements, as applicable. For details regarding the means of finance, please see “- Means of Finance” on page 110.

We are one of the leading providers of data center colocation services in India, in terms of built information technology (“IT”) capacity, as of March 31, 2025, according to the 1Lattice and C&W Report. As of June 30, 2025, we operated 14 data centers located in 6 major cities in India, namely in Mumbai, Chennai, Noida, Hyderabad, Bengaluru and Kolkata, with a combined built IT power capacity of 188.04 MW. According to the 1Lattice and C&W Report, factors like rising digitalization and AI adoption are expected to push data center demand in India from current levels of 1.3 GW in Fiscal 2025 to between 4.7 GW to 5.7 GW in Fiscal 2030, representing a compounded annual growth rate (“CAGR”) of between 30.1% to 35.1% over the period. We aim to capitalize on this anticipated demand by developing new data centers in strategic locations. As of June 30, 2025, we had 11 data centers under development.

In this regard, our Company intends to utilize ₹4,650.00 million and ₹8,600.00 million from the Net Proceeds towards part funding of capital expenditure requirements towards (i) completion of tower B of Chennai 02 Data Center and (ii) setting up of towers 11 and 12 of Rabale Data Center, respectively.

The funding requirements, deployment of funds and the intended use of the Net Proceeds as described herein are based on various factors such, our current business plan, management estimates, prevailing market conditions, other commercial and technical factors and the Project Reports issued by Vignesh Madhavan, Independent Chartered Engineer. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution or any other independent agency. Vignesh Madhavan, has about 18 years of experience and expertise in, project management and execution and property valuation services for various sophisticated structures including but not limited to multi-storied, residential, commercial, hotels, malls, hospital, industrial and institutional buildings etc. for domestic and international clients. 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, 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. For details on risks involved, see “Risk Factors – 31 Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.” on page 54.

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. If the actual utilisation towards any of the Objects is 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 is within the permissible limits in accordance with the SEBI ICDR Regulations.

Means of Finance

Part funding of capital expenditure requirements towards (i) completion of tower B of Chennai 02 Data Center and (ii) setting up of towers 11 and 12 of Rabale Data Center

As of August 31, 2025, an amount of ₹4,418.17 million has already been incurred towards the setting up of tower B of Chennai 02 Data Center and towers 11 and 12 of the Rabale Data Center, the balance amount of ₹ 18,878.83 million to be spent shall be financed in the manner set forth below:

S.no.	Particulars	Completion of tower B of Chennai 02 Data Center	Setting up of towers 11 and 12 of Rabale Data Center
1.	Amount to be spent out of Net Proceeds*	4,650.00	8,600.00
2.	From borrowing arrangements (as provided in the table below)	2,962.66	2,666.17
Total balance amount		7,612.66	11,266.17

* Exclusive of GST

In accordance with Regulation 7(1)(e) of the SEBI ICDR Regulations, we have made firm arrangements through verifiable means towards 75% of the stated means of finance for the setting up of tower B of Chennai 02 Data Center and towers 11 and 12 of Rabale Data Center, excluding the Net Proceeds allocated towards it.

Our Company has entered into following borrowing arrangements:

Name of the Lender	Nature of borrowing	Date of Sanction Letter	Amount Sanctioned (in ₹ million)	Repayment period	Purpose
Aseem Infrastructure Finance Limited*	Term loan	Original term sheet dated March 2, 2023	1,000.00	Nine years (including two years moratorium)	Capital expenditure for development of tower B of Chennai 02 Data Center
Bank of Baroda	Term loan	Original term sheet dated December 21, 2022	3,000.00	Nine years (including two years moratorium)	Capital expenditure for development of tower B of Chennai 02 Data Center
Kotak Mahindra Bank	Term loan	Original term sheet dated September 5, 2022 and Addendum term sheet dated: April 20, 2023	2,000.00	Nine years (including two years moratorium)	Capital expenditure for development of tower B of Chennai 02 Data Center
Canara Bank	Term loan	August 19, 2025	9,950.00	13 Years (including 3 years moratorium)	Development of towers 11 and 12 of Rabale
Total			15,950.00		

* A non-banking financial company registered with RBI.

Repayment / prepayment, in full or in part, of certain borrowings availed by our Company

The fund requirements towards the Repayment / prepayment, in full or in part, of certain borrowings availed by our Company proposed to be entirely funded from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and internal accruals as required under the SEBI ICDR Regulations.

Details of the Objects of the Fresh Issue

1. Part funding of capital expenditure requirements towards completion of tower B of Chennai 02 Data Center

We operate two data centers in Chennai, as of June 30, 2025. Chennai 02 Data Center is a Hyperscaler data center campus with over 25.92 MW of built IT power capacity, as of June 30, 2025. The Chennai 02 Data Center is a carrier-neutral campus with dual meet-me-rooms and interconnects with various telecom service providers and ISPs. The Chennai 02 Data Center has dense fiber deployment from various providers, which helps enable high-capacity, low latency and resilient network access across data center sites. In addition, the Chennai 02 Data Center is equipped with facilities designed to handle AI-related applications with specifications that can host workloads of up to 130 KW per rack using direct-to-chip technology.

The Chennai 02 Data Center was also the first data center in India to host an on-premise subsea data cable landing station, according to the 1Lattice and C&W Report. This provides transpacific fiber access with up to 2 petabytes of capacity.

Other technical facilities at the Chennai 02 Data Center include 4 diverse fiber paths and an on-side 230 kV GIS substation, which helps ensure uninterrupted, high-capacity power supply. The Tower B facility at the Chennai 02 Data Center has been awarded the Indian Green Building Council Platinum rating. Moreover, the Tower B facility at the Chennai 02 Data Center has obtained TIA-942 Rated 4 certification, which, according to the 1Lattice and C&W Report, is the highest level of certification that represents fully fault-tolerant infrastructure, with redundant systems for all critical components, offering proof of a progressive hierarchy of availability and system design sophistication of a data center. The Tower B facility at the Chennai 02 Data Center has also received NVIDIA-certified DGX-Ready status for AI workloads and liquid cooling, according to the 1Lattice and C&W Report.

For further details about our Chennai Data Center, please see section titled “Our Business – Our Data Centers – Chennai – Chennai 02 Data Center” on page 293.

Chennai 02 Data Center comprises a shared basement structure that connects three towers, Tower A, Tower B, and Tower C. The basement construction combining all the three towers has been completed, and the core and shell of the central structure of tower B, are fully built. Construction work (including civil core and shell for super structure works) for the remaining towers, Tower A and Tower C, is yet to commence. Our Company proposes to utilise the Net Proceeds to partially fund the capital expenditure requirements for completion of tower B of Chennai 02 Data Center in order to increase the built IT power capacity by an additional 26.00 MW by Fiscal 2028.

Estimated Cost and Amount Deployed

We have appointed Vignesh Madhavan, Independent Chartered Engineer for the issue of the report titled “Data Center Project Technical Report Chennai 02” dated October 16, 2025 (“Chennai Data Center Report”) evaluating the setting up of tower B of Chennai 02 Data Center and verification related to building, electrical, HVAC, fire fighting services, plants and machinery quotations, purchase orders, and land documents presented by our Company, including information and explanation thereto and review of facility related approvals needed.

The total estimated cost for setting up of tower B of Chennai 02 Data Center is ₹12,020.07 million as certified by Vignesh Madhavan, Independent Chartered Engineer in his Chennai Data Center Report. Out of this estimated cost, ₹4,407.41 million has already been deployed as per the statement of source of funds and deployment of funds as at August 31, 2025, issued by our Statutory Auditor, Manohar Chowdhry & Associates, Chartered Accountants, pursuant to their certificate dated October 16, 2025. Out of the balance amount of ₹7,612.66 million to be deployed, ₹4,650.00 million shall be funded from the Net Proceeds and the balance through borrowing arrangements.

The total estimated cost excluding land acquisition cost for setting up of tower B of Chennai 02 Data Center is provided below:

<i>(in ₹ million)</i>					
S.no.	Particulars	Total estimated cost ⁽¹⁾	Amount deployed as of August 31, 2025 ⁽²⁾	Amount to be utilized from Net Proceeds ⁽³⁾⁽⁴⁾	Amount proposed to be funded from borrowing arrangements
1.	Leasehold Improvements*	130.02	130.02	-	-
2.	Building core and shell	2,461.30	2,459.30	-	2.00
3.	Plant and Machinery	9,157.73	1,745.40	4,650.00	2,762.33
4.	Others	271.02	72.69	-	198.33
Total		12,020.07	4,407.41	4,650.00	2,962.66

⁽¹⁾ Inclusive of GST. The GST will be paid through the borrowing arrangements and will not be funded through the Net Proceeds.

⁽²⁾ As certified by Manohar Chowdhry & Associates, Statutory Auditor, pursuant to their certificate dated October 16, 2025.

⁽³⁾ The amount to be utilized from the Net Proceeds within the above-mentioned particulars is indicative. Any increase or decrease in expenditure for a particular purpose from the planned expenditure is at the discretion of our management.

⁽⁴⁾ Exclusive of GST.

* Does not include land acquisition cost and comprises of the cost of lease modifications, enhancements cost made to premises for operational needs.

Land availability

The tower B of the Chennai 02 Data Center is situated at Plot No. H-11/1A, Survey No. 85(part), 86, 87 (part), SIPCOT Industrial Park, Siruseri, Chennai admeasuring 4.90 acres (“**Premises**”). The Premises have been leased to our Company for a period of 93 years from December 13, 2022 from State Industries Promotion Corporation of Tamil Nadu Limited (“**SIPCOT**”), to be utilised for the purpose of setting up of IT and ITES business including data center operation, as the case may be for an annual lease rent of ₹1.00 per year for 92 years and ₹2.00 for the last year, along with annual maintenance charges, and differential plot cost due to transfer of leasehold rights. Our Company made a one-time payment of ₹221.36 million to SIPCOT at the time of entering into the lease.

Details of the estimated cost to be paid out of Net Proceeds

The Company proposes pay the plant and machinery costs out of Net Proceeds which include costs towards, among others, procuring and erection of diesel generators, transformers, electrical equipment like panel boards, switch gears, air conditioning units, chillers, lifts, fire fighting devices and building automation systems.

Details about the total estimated cost of tower B of the Chennai 02 Data Center, excluding the cost of leasehold improvement, along with list of plant and machinery which is proposed to be paid out of the Net Proceeds as certified by Vignesh Madhavan, Independent Chartered Engineer in the Chennai Data Center Report are provided below:

(Remainder of this page has intentionally been left blank)

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
Building Core and Shell								
<i>Quotations</i>								
1.	Civil work	July 11, 2025	Multitech Corporation	223.71	NA	40.27	263.98	March 31, 2026
<i>Purchase Orders</i>								
2.	Additional Civil work (Pre-Construction activity) & Site Preliminary works and Site Office works	August 17, 2023 February 16, 2022	1. EA Facilities Services Pvt. Ltd. 2. Multitech Corporation	2.76	NA	0.40	3.16	Valid until cancelled
3.	Civil & Interior work, Security cabin 1 (East Gate1)	September 30, 2024 May 3, 2024 March 24, 2025	3. -Blue Logic 4. URC Construction Private Limited	22.4	NA	4.03	26.43	Valid until cancelled
4.	Flooring modification	March 23, 2025	5. Sri Ganeshaa Sourcing & Services Technologies	0.19	NA	0.03	0.22	Valid until cancelled
5.	Main Contract Works for Sify Data Center, Siruseri	March 21, 2022	6. Ucon Structures LLP	1,672.04	NA	293.07	1,965.11	Valid until cancelled
6.	Site Cleaning Activities	February 3, 2025	7. LED Sign Tec 8. SS Aircon 9. Nandan Ground Support Equipment Pvt. Ltd.	1.39	NA	0.25	1.64	Valid until cancelled
7.	Diesel Generator Platform Civil & Structural Steel & Chiller Platform Structural steel works	September 26, 2023	10. India Tank Cleaners	132.85	NA	23.82	156.67	Valid until cancelled
8.	LED Hoarding	September 9, 2024	11. Hill International Cost Consultancy (India) P.Ltd.	0.38	NA	0.07	0.45	Valid until cancelled
9.	Air Conditioning Unit for Project Office	April 30, 2024	12. EA Facilities Services Pvt. Ltd.	0.07	NA	0.02	0.09	Valid until cancelled
10.	JCB Self Propelled Scissor Lift	February 5, 2025	13. Maple Security Solutions Pvt. Ltd.	1.08	NA	0.20	1.28	Valid until cancelled
11.	Tank Cleaning Service	March 26, 2025	14. Gainwell Commosales Private Limited	0.08	NA	0.02	0.10	Valid until cancelled
12.	Chennai Data center cost consultancy	January 27, 2022	15. Sri Ganeshaa	9.65	NA	1.74	11.39	Valid until cancelled
13.	Barricading Project site	February 25, 2022		5.75	NA	1.02	6.77	Valid until cancelled
14.	Man guarding services for Chennai02 Project Site	March 4, 2022		3.71	NA	0.67	4.38	Valid until cancelled
15.	Underground High Speed Diesel Tanks-90KL (3nos)	May 2, 2025		5.28	NA	0.95	6.23	Valid until cancelled
16.	Supply of Plumbing Materials & Shifting of 2	March 21, 2024 September 26,		1.33	NA	0.27	1.60	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Nos. of Toilet at Terrace area, Supply & Assembly of 1 HP Motor Pump, Safety Barricading Fencing for Road Dogs Entry Protection, Revised Offer for Mobilization of Garden with Flower Plants, Garden Mobilisation work, Rental of Plants & Laying Mexican Grass, Bio-septic Tank, Portable Multi-Gas Detector, High Speed Dielsel De-watering system	2024 October 1, 2024 February 6, 2025 April 8, 2025 April 23, 2025 March 24, 2025 February 27, 2025 December 19, 2024	Sourcing & Services Technologies 16. Gandhi Automations Private Limited 17. Krishna Defence and Allied Industries Limited 18. AET Flexiblespace India Pvt. Ltd.					
17.	Manual Single Leaf Swing Wicket Gate, Spare Parts for Swing Gate Installation Loading dock leveller, rolling shutter, main gate	August 29, 2024 April 8, 2025 May 24, 2024		5.44	NA	0.63	6.07	Valid until cancelled
18.	Modular vehicle barrier	February 26, 2025		0.78	NA	0.14	0.92	Valid until cancelled
19.	Deep Cleaning	May 29, 2024		4.09	NA	0.72	4.81	Valid until cancelled
Sub Total				2,092.98	-	368.32	2,461.30	
Plant and Machinery								
<i>Quotations</i>								
1.	Diesel Generator set, Downstream, Diesel Generator Balance of Plant Works	July 3, 2025 July 15, 2025	1. GMMCO Limited, Listen Lights Private Limited	1,040.23	80.35	43.70	1,164.28	March 31, 2026
2.	Transformers & Low Tension Panels	July 7, 2025 July 11, 2025	2. Hitachi Energy India Limited,	350.42	8.50	40.26	399.18	March 31, 2026
3.	Chiller, Precision Air Handling Unit, Heat load test, Heating Ventilation, and Air Conditioning Downstream	July 12, 2025 July 15, 2025 July 12, 2025	3. Arrow Electricals India Limited 4. CDVL, Vertive Energy Private Limited,	2,022.72	30.83	21.51	2,075.06	March 31, 2026
4.	IT Uninterruptible	July 12, 2025	Comfonomics	1,618.75	NA	155.86	1,774.61	March 31, 2026

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Power Supply & Non-IT Uninterruptible Power Supply		5. Delta Electronics India (P) Limited					
5.	Power Distribution Unit	July 4, 2025		267.05	23.89	NA	290.94	March 31, 2026
6.	Security systems (CCTV and control systems), Building Management system	July 11, 2025 July 16, 2025	6. Schneider Electric 7. Prudent Teqtis, Mitsubishi Electric	189.73	39.31	28.78	257.82	March 31, 2026
7.	Fire Low Voltage & Safety systems, Water Mist Package	July 15, 2025 July 14, 2025	8. Do Use Fire Systems Private Limited,	687.83	33.79	NA	721.62	March 31, 2026
8.	Busduct Package, Connection Admission Control Package 8 Floor, Raise Access Floor	July 11, 2025 July 15, 2025	9. Fogtech Fire Protection Dhupar Brothers Trading Private Limited, Discovery Data Center Solution, United Access Floors Private Limited	279.99	24.54	24.75	329.28	March 31, 2026

Purchase Orders

9.	500 KVA transformer with On- Load Tap Changer for construction power	March 8, 2022	1. Supreme Power Equipment Private Limited	1.43	NA	0.26	1.69	Valid until cancelled
10.	Installation of water line from SIPCOT	April 28, 2022	2. URC Construction Private Limited	0.03	NA	0.01	0.04	Valid until cancelled
11.	Supply & Installation of Raised Access Flooring, Raised Flooring for Command Center, Airflow Grills	June 21, 2023 August 11, 2023 April 16, 2024 April 23, 2024 September 16, 2024 February 18, 2025	3. United Office Systems Pvt. Ltd., 4. United Access Floors Pvt. Ltd. 5. GMMCO Singapore Pte Ltd.	72.31	NA	13.01	85.32	Valid until cancelled
12.	3000 KVA DG sets, Spare Parts for DG Set, Balance of Plant for High Speed Disel Systems Acoustic Enclosure and	March 4, 2022 May 28, 2024 January 25, 2024 January 25, 2024 July 16, 2024	6. EA Facilities Services Pvt. Ltd. 7. IHPC Power	121.92	NA	21.46	143.38	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	pipe Shifting		Solutions Private Limited					
13.	Transportation of Transformer from Original Equipment Manufacturer, Power Energization & Exhaust Fan work (Pre-construction Activity), Electrical work & Civil Work for construction power, dismantling the 11kV metering infra	June 7, 2022 August 31, 2023 February 17, 2022 February 6, 2025	8. Siemens Ltd. 9. SGB Transformers India Pvt. Ltd. 10. Finecons Private Limited 11. Climaveneta Climate Techonologies Private Limited	6.26	NA	1.11	7.37	Valid until cancelled
14.	Temp power Supply HT S/C - Electrical works, Chennai02	October 11, 2022	12. Sri Mother Safety 13. Eaton Power Quality Pvt. Ltd.	0.13	NA	0.02	0.15	Valid until cancelled
15.	33 KV (GIS) Switchgear Panel & RMUs	June 8, 2023	14. Chandan Relocation & Logistics 15. Multitech Corporation	46.76	NA	8.42	55.18	Valid until cancelled
16.	Supply of Distribution Transformer	June 21, 2023	16. Schneider Electric IT Business India Private Limited	46.65	NA	8.38	55.03	Valid until cancelled
17.	Additional LED Displays & Workstation requirement	September 6, 2023	17. Vertiv Energy Pvt. Ltd.	4.05	NA	0.91	4.96	Valid until cancelled
18.	Supply of Programmable Automation Controller Units for Chennai02 Data center	January 11, 2024	18. Delta Electronics India Private Limited	20.28	NA	5.68	25.96	Valid until cancelled
19.	Safety & Security Materials	January 22, 2024	19. Fogtec Fire Protection Private Limited	0.05	NA	0.01	0.06	Valid until cancelled
20.	Supply, Installation, Testing and Commisioning of Auxiliary UPS	March 26, 2024	20. Climaveneta Climate Techonologies Private Limited	16.20	NA	2.92	19.12	Valid until cancelled
21.	Shifting of Power Distribution Unit to Rack cable & Socket from Noida to Chennai	February 4, 2025	21. Updater Services Limited	0.06	NA	0.01	0.07	Valid until cancelled
22.	Command center room work, Fire Control Room Storage, Interior, Electrical, Heating, Ventilation, and Air Conditioning & Network	February 4, 2025 March 24, 2025 January 3, 2025		24.07	NA	4.33	28.40	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	fitouts for Office space at Level-8, Fire Door Works for L3 to L7		22. Designtree Service Consultants Pvt. Ltd.					
23.	Power Distribution Unit Modification and shifting work, 300KVA PDU Shifting, Supply, Installation, Testing and Commissioning of 300 KVA Power Distribution Units, Shifting of 4x300 KVA Power Distribution Units from Bangalore to Chennai	March 4, 2025 March 21, 2025 August 17, 2023 December 2, 2024	23. Arrow Electricals India Pvt. Ltd. 24. Johnson Lifts Private Limited 25. Listenlights Pvt. Ltd. 26. R&M Electricals 27. IHPC Power Solutions Private Limited	23.12	NA	4.16	27.28	Valid until cancelled
24.	520 TR Chillers for Sify DC, CAMC for 520TR Chillers & Chillers, Heat Load Bank for Integrated Systems	April 25, 2022 April 22, 2022 June 19, 2022 June 19, 2024	28. Office Bazaar E Store Private Limited 29. Fogtec Fire Protection Private Limited	149.62	NA	27.09	176.71	Valid until cancelled
25.	Supply Installation and Testing and Commissioning of 600 KVA UPS System, CAMC for 600 KVA UPS System	June 9, 2022 June 7, 2022	30. Mitsubishi Electric India Pvt. Ltd.	214.33	NA	38.57	252.90	Valid until cancelled
26.	Supply of Water Mist Fire Suppression System	September 11, 2023	31. Kaushal Covers 32. CAE Profile Solution Private Limited	40.96	NA	7.37	48.33	Valid until cancelled
27.	Comprehensive Annual Maintenance Contract for PAC units	January 11, 2024	33. Usha Fire Safety Equipments P.Ltd.	1.15	NA	0.21	1.36	Valid until cancelled
28.	Fire Marshal and Soft services teams	January 12, 2024	34. Discovery Data Center Solution	7.98	NA	1.43	9.41	Valid until cancelled
29.	Fire Marshal and Soft services teams	March 24, 2022	35. Douse Fire Systems Pvt. Ltd.	41.34	NA	7.44	48.78	Valid until cancelled
30.	Supply of LT panel requirement	October 17, 2023	36. SGS India Private Limited	72.00	NA	12.95	84.95	Valid until cancelled
31.	Elevators for Chennai02 Data Center Project (PBB-LIFTS)	December 6, 2022	37. UGA Cable and Pipe Sealing	40.27	NA	7.24	47.51	Valid until cancelled
32.	Additional Electrical Downstream Works & NT items Electrical	May 6, 2025 March 24, 2025 October 10, 2023		273.01	NA	49.14	322.15	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Downstream Works, Electrical Low side Modification Works, Heating, Ventilation, and Air Conditioning Downstream works, Heating, Ventilation and Air Conditioning Lowside Works, Electrical Downstream Works	December 29, 2023 July 28, 2023	Systems India Pvt. Ltd. 38. Air Diagnostic and Engineering LLP 39. Joy and Company 40. Solus Security Systems Pvt. Ltd.					
33.	Base Building Mechanical Electrical Plumbing works	February 9, 2023	41. ABB India Limited 42. Nandan Ground Support Equipment Pvt. Ltd.	135.39	NA	25.14	160.53	Valid until cancelled
34.	Additional scope in TNEB Coordination for availing 33 KV power supply	February 27, 2024	43. Walsons Services Private Limited 44. FMX Proptech Private Limited	0.50	NA	0.09	0.59	Valid until cancelled
35.	Safety Equipment	October 1, 2024	45. Finecons Private Limited 46. Spearhead Multi Techno Pvt. Ltd.	0.04	NA	0.01	0.05	Valid until cancelled
36.	ITC of Water Mist Fire Suppression System, CAMC of Water Mist Fire Suppression System	September 11, 2023 September 13, 2023	47. DA Engineering Pvt. Ltd. 48. E Power Engineering 49. Data Center Media LL Technologies	11.22	NA	2.02	13.24	Valid until cancelled
37.	CAMC SITC of Building Management System, Hydrogen Sensor, BMS Modification Works, CO2 Sensor	October 17, 2023 September 24, 2024 March 24, 2025 September 24, 2024	50. Shrishti Power Technologies Private Limited	66.18	NA	11.92	78.10	Valid until cancelled
38.	Permit to Work Book and Registers	January 22, 2024		0.06	NA	0.01	0.07	Valid until cancelled
39.	External Computation Fluid Dynamics Analysis	January 21, 2025		0.43	NA	0.08	0.51	Valid until cancelled
40.	Fire protection for Freight lift	March 24, 2025		0.04	NA	0.01	0.05	Valid until cancelled
41.	PVC Flexible sheet for Basket tray, Cage Partition Works, CAC & Caging requirement	April 8, 2025 April 21, 2025 March 18, 2025		4.08	NA	0.73	4.81	Valid until cancelled
42.	Supply, Installation,	October 4, 2023		301.25	NA	53.90	355.15	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Testing & Commissioning of Electronic Security System, Fire Extra Low Voltage services modification, Indoor Air quality Test, Protection & Comprehensive Annual Maintenance Contract for Electronic Security System, Fire low voltage system for L1-Chennai 02 Data Center	March 19, 2025 July 10, 2024 October 9, 2023						
43.	Indoor Air quality Test	July 1, 2024		0.23	NA	0.04	0.27	Valid until cancelled
44.	Basement Water stopper through Cable and Pipe entries	March 24, 2025		3.02	NA	0.55	3.57	Valid until cancelled
45.	Corrosion monitor	March 26, 2025		0.59	NA	0.10	0.69	Valid until cancelled
46.	Fire & safety signages	March 26, 2025		0.21	NA	0.04	0.25	Valid until cancelled
47.	Key Management System	March 28, 2025		2.57	NA	0.46	3.03	Valid until cancelled
48.	Supply & Installation of Geographical Information System High Tension Panel & Ring Main Unit	April 1, 2025		22.51	NA	4.05	26.56	Valid until cancelled
49.	Zero Scissor Lift for Store	April 8, 2025		1.37	NA	0.25	1.62	Valid until cancelled
50.	Security Manpower deployment	April 25, 2025		4.39	NA	0.79	5.18	Valid until cancelled
51.	Computerized Maintenance Management System implementation	September 9, 2024		0.83	NA	0.15	0.98	Valid until cancelled
52.	Private Branch Exchange System & Phones	March 4, 2025		0.28	NA	0.05	0.33	Valid until cancelled
53.	Extension of Anti Climb Fence, Standard Temperature and	March 6, 2025 October 24, 2025 July 29, 2024		1.84	NA	0.32	2.16	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Pressure area fencing, Anti-climb mesh for boundary fencing							
54.	Testing & Commissioning Services	May 6, 2024		7.00	NA	1.26	8.26	Valid until cancelled
55.	Installation of Low Tension Busducts	August 7, 2023		13.43	NA	2.42	15.85	Valid until cancelled
56.	Totally Integrated Automation Portal certification	December 19, 2024		4.61	NA	0.83	5.44	Valid until cancelled
57.	TENEB co-ordination and Line work of 220 KV Geographic Information System substation	February 6, 2025		9.78	NA	1.76	11.54	Valid until cancelled
Sub-Total				8,272.55	241.21	643.97	9,157.73	
Other costs								
<i>Purchase Orders</i>								
1.	Indian Green Building Council Documentation and Coordination for Chennai, Deployment of site engineer, Architectural & SMEP Consultancy Services	March 24, 2022 December 31, 2024 August 7, 2020	1. Designtree Service Consultants Pvt. Ltd. 2. Finecons Private Limited 3. IHPC Power Solutions Private Limited	51.13	NA	9.20	60.33	Valid until cancelled
2.	Office equipment	June 7, 2022 August 22, 2023	4. Miscellaneous Supplier - Capex 5. Sri Mother Safety	0.07	NA	0.01	0.08	Valid until cancelled
3.	Consultancy Service for Removal of 11 KV High Tension Temporary Supply & Handing Over to TNEB	October 16, 2024	6. Geomarine Consultants (P) Limited 7. Notional Survey	0.50	NA	0.09	0.59	Valid until cancelled
4.	Kitchen equipment for pantry	June 17, 2022	8. Topnav Spatial Solutions Private Limited 9. Sri Ganeshaa Sourcing &	0.03	NA	0.01	0.04	Valid until cancelled
5.	Supply of Personal Protective Equipment for Chennai	October 10, 2023		0.03	NA	0.01	0.04	Valid until cancelled
6.	Structural Peer Review	March 29, 2022		2.30	NA	0.37	2.67	Valid until cancelled
7.	Boundary Survey for Plot at Chennai Siruseri.	March 18, 2022		0.07	NA	0.01	0.08	Valid until cancelled
8.	NOC Survey for Airports Authority of India	January 30, 2023		0.15	NA	0.03	0.18	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Approval		Services					
9.	Painting & Supply and Fixing of Polycarbonate sheet	April 23, 2025	10. GTS Facility Management	0.09	NA	0.02	0.11	Valid until cancelled
10.	Cost of employing office assistants and employees	June 7, 2022	Services Pvt. Ltd.	0.25	NA	0.05	0.30	Valid until cancelled
11.	Office Stationery & Pantry Consumables	June 17, 2022	11. Office Bazzar E- Store Private Limited	0.02	NA	0.01	0.03	Valid until cancelled
12.	Building Plan Approvals and Environmental Clearance for Revision Plans, Consultancy for Obtaining NOC from DFRS and Airports Authority of India, CTE expansion approval from TNCPB, Consultancy for Obtaining Partial Fire Compliance Certificate & Partial Completion Certificate, Fire Safety License from DFRS, Consultancy for Obtaining EC from State Environment Impact Assessment Authority and CTE from TNPCB	November 15, 2022 February 1, 2023 August 20, 2024 November 25, 2024 May 22, 2025 February 1, 2023	12. Dhanya Venture 13. OPG Business Centre Private Limited 14. Hill & Associates (India) Pvt. Ltd. 15. Red Sea Eco Solutions And Instruments Private Limited 16. Santhi Suppliers 17. Sri Ganeshaa Sourcing & Services Technologies	8.94	NA	1.61	10.55	Valid until cancelled
13.	Consent to Establish 'CTE' and Environmental Compliance	November 15, 2022	18. Southern Communication	1.24	NA	0.22	1.46	Valid until cancelled
14.	Threat and Vulnerability Risk Assessment	October 26, 2022	19. Mayan Interiors 20. Office Bazzar E- Store Private Limited	0.24	NA	0.04	0.28	Valid until cancelled
15.	CTE for Existing EC, compliance from MoEF & CC & Environmental Clearance	November 15, 2022	21. Multitech Corporation 22. Confederation Of Indian Industry	0.90	NA	0.16	1.06	Valid until cancelled
16.	Cutting & Removal of Palm tree and Neem tree from Sipcot Site	March 15, 2022	23. Ucon Structures LLP	0.03	NA	0.01	0.04	Valid until cancelled
17.	Land Development for Geographical Information System	October 30, 2023 January 8, 2024	24. DIUS Design Consultants	4.18	NA	0.76	4.94	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Substation, Cutting of Country Trees and Disposal		Pvt. Ltd.					
18.	Communication devices	December 15, 2023	25. Shri Balaji Agencies	0.10	NA	0.02	0.12	Valid until cancelled
19.	Topographical survey for land,	January 8, 2024	26. Sri Ganeshaa Sourcing & Services Technologies	0.01	NA	0.01	0.02	Valid until cancelled
20.	Housekeeping Items	January 22, 2024	27. IHPC Power Solutions Private Limited,	0.01	NA	0.01	0.02	Valid until cancelled
21.	Feasibility study report for Siruseri, Consultancy charges for site approval & Liaisoning, Screed Work, Customer fitout-Office and store space	March 26, 2024 June 6, 2024 November 26, 2024 April 8, 2025	28. N K Jain Consulting Engineers 29. Remple Innovations Private Limited	11.21	NA	2.02	13.23	Valid until cancelled
22.	Indian Green Building Council precertification	April 12, 2024	30. Gleeds Consulting (India) Private Limited	0.35	NA	0.06	0.41	Valid until cancelled
23.	Proof checking of the structural stability of DG Platform	April 29, 2024	31. Updater Services Limited	1.40	NA	0.25	1.65	Valid until cancelled
24.	Consultancy Charges for Land allocation for Geographic Information System Substation,	May 7, 2024	32. Creative Solutions, Office Bazaar E Store Private Limited	0.73	NA	0.13	0.86	Valid until cancelled
25.	Entry Way Matting System, Sun control Film	March 3, 2025	33. Southern Communication	0.55	NA	0.09	0.64	Valid until cancelled
26.	Mats for Ground floor entrance, Cable Manhole Painting & Identification Mark, Consultancy for DTCP Approval & Documentation, Shifting of Office & Toilet Container from Tower -C Terrace to Ground, Cleaning & Clearing of Debris from GIS Area, Cafeteria work in Ground Floor, Site development work, Garden Mobilization at	October 1, 2024 January 22, 2025 February 6, 2025 April 15, 2025 April 8, 2025 April 17, 2025 April 17, 2025 April 23, 2025 April 27, 2025	34. Gazel Architectures Private Limited 35. IHPC Power Solutions Private Limited 36. Data Center Media LLP 37. Tata Teleservices Ltd. 38. Red Sea Eco	3.41	NA	0.67	4.08	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Office Front Entrance North Gate-II, Supply of Mexican Grass & laying work and Garden plants plantation		Solutions And Instruments Private Limited					
27.	Power Consultancy Works for Availing Dual Supply, Mechanical, Electrical & Plumbing Consultancy Services, Consultancy for Chief Electrical Inspector to Government Approval, Safety approval & Documentation	May 19, 2022 February 1, 2023 January 22, 2025		27.63	NA	4.91	32.54	Valid until cancelled
28.	Cost of employing office assistants and employees	October 20, 2022		0.24	NA	0.04	0.28	Valid until cancelled
29.	Project Management Consultancy Services for Chennai	April 28, 2022		8.54	NA	1.32	9.86	Valid until cancelled
30.	Pest Control Services	June 3, 2024		0.68	NA	0.12	0.80	Valid until cancelled
31.	Permit to Work Book	August 2, 2024 June 19, 2022 July 24, 2022		55.01	NA	15.29	70.30	Valid until cancelled
32.	Communication devices	October 1, 2024 February 27, 2025		0.16	NA	0.02	0.18	Valid until cancelled
33.	Facade Works	December 14, 2023		39.66	NA	7.14	46.80	Valid until cancelled
34.	TNEB Coordination activities	December 31, 2024		2.80	NA	0.50	3.3	Valid until cancelled
35.	Rating-4 Totally Integrated Automation Certification	January 16, 2025		0.65	NA	0.12	0.77	Valid until cancelled
36.	Primary Rate Interface (PRI)	March 4, 2025		0.12	NA	0.02	0.14	Valid until cancelled
37.	Consultancy for Consent to Operate for Air & Water	March 10, 2025		1.90	NA	0.34	2.24	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
Sub-Total				225.33	-	45.69	271.02	
Total				10,590.86	241.21	1,057.98	11,890.05	

(Remainder of this page has intentionally been left blank)

As on the date of this Draft Red Herring Prospectus, we have not placed any orders for purchase of such plant and machinery which is proposed to be funded from the Net Proceeds. Further, no second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

Proposed Schedule of Implementation

The schedule of implementation for setting up tower B of the Chennai 02 Data Center, as certified by the Independent Chartered Engineer, in the Chennai Data Center Report, is set out below:

Details	Estimated date of commencement*	Estimated date of completion*
Pre-Construction Statutory Approvals	Completed	Completed
Core and Shell works	Completed	Completed
Plant and Machinery	May, 2024	September, 2028
Post Completion Statutory Approvals	September, 2028	December, 2028

*The above timelines with respect to the implementation are as planned and indicative.

While we believe that the schedule of implementation mentioned above is achievable, there is no assurance that there would not be any delays. For details in relation to possible risks associated with not meeting the expected schedule of implementation, please refer to the section titled “Risk Factors – Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.”.

Statutory Approvals

The material approvals and clearances as certified by Vignesh Madhavan, Independent Chartered Engineer, in the Chennai Data Center Report is set out below:

Pre-construction Approvals

Description of Approval	Approving Authority	Date of Approval	Validity of Approval
Building Planning Permission	Directorate of Town & Country Planning (DTCP), Chengalpattu	March 11, 2024	March 10, 2032
Building Plan Approval	Proceedings of Executive Officer/ Village Panchayat President of Mutthukaadu Village Panchayats	July 3, 2024	July 3, 2029
Environmental Clearance	State level environmental impact Assessment Authority	May 4, 2023	May 3, 2030
Consent to Establish (Under the Air Prevention and Control of Pollution Act,1974)	Tamil Nadu Pollution Control Board	August 25, 2024	April 2, 2030
Consent to Establish (Under the water Prevention and Control of Pollution Act,1974)	Tamil Nadu Pollution Control Board	August 25, 2024	April 2, 2030
Fire NoC	Tamil Nadu Fire and Rescue services Department	June 7, 2023	-
Height Clearance Approval	Airport Authority of India	March 22, 2019	-
Fire Compliance Certificate	Directorate of Fire and Rescue Services	September 20, 2024	-
License to Work a lift	Inspector of Lifts and Escalators, Government of Tamil Nadu	February 10, 2025	February 9, 2028
Partial Completion Certificate	Directorate of Town and Country Planning, Chengalpattu	January 17, 2025	-
Consent to operate (Under the Air Prevention and Control of Pollution Act,1974)	Tamil Nadu Pollution Control Board	April 03, 2025	March 31, 2028
Consent to operate (Under the water Prevention and Control of Pollution Act,1974)	Tamil Nadu Pollution Control Board	April 03, 2025	March 31, 2028
Petroleum license	Petroleum & Explosives Safety Organisation, Ministry of Commerce and Industry	February 10, 2025	December 31, 2034

Post-construction Approvals

Description of Approval	Approving Authority	Status of Approval
Final Fire License	Tamil Nadu fire and rescue Department	Obtained and valid till March 19, 2028
Completion certificate (for balance work)	Directorate of Town & Country Planning, Chengalpattu / Local Body	To be obtained once balance work is completed

2. Part funding of capital expenditure requirements for setting up of towers 11 and 12 of Rabale Data Center

We operate seven data centers in Mumbai, as of June 30, 2025. Our Rabale Data Center campus is a mega data center campus designed with flexibility for capacity expansion. It is one of our newest and largest data centers by size and capabilities. The Rabale Data Center is designed to accommodate 12 towers. As of June 30, 2025, the Rabale Data Center had five operational towers (towers 1 – 5) with a combined built IT power capacity of 96.94 MW. For further details about our Rabale Data Center, please see section titled “Our Business – Our Data Centers – Rabale Data Center Campus” on page 290 of the DRHP.

We are committed to bringing new data center capacity online and expanding and upgrading our digital infrastructure to meet growing demand for data center hosting solutions in India. According to the I Lattice and C&W Report, factors like rising digitalization and AI adoption are expected to push data center demand in India from current levels of 1.30 GW in Fiscal 2025 to between 4.70 GW to 5.70 GW in Fiscal 2030, representing a compounded annual growth rate (“CAGR”) of between 30.10% to 35.10%. We aim to capitalize on this anticipated demand by developing new data centers in strategic locations.

Tower 11 and 12 of Rabale Data Center are currently under construction and will each comprise a ground floor plus eight upper levels, designed to support high-density IT infrastructure. These towers are part of a strategic expansion plan aimed at boosting the data center’s computing capacity. The Company intends to develop and commission a 38.88 MW IT power capacity across both towers, 19.44 MW allocated to each, with operations targeted by Fiscal Year 2028.

Estimated cost and Amount deployed

We have appointed Vignesh Madhavan, Independent Chartered Engineer for the issue of the report titled “Data Center Project Technical Report T11 & T12 Navi Mumbai” dated October 16, 2025 (“**Rabale T11 & T12 Data Center Report**”) for evaluating the setting up of tower 11 and 12 of Rabale Data Center and verification related to building, electrical, HVAC, fire fighting services, plants and machinery quotations, purchase orders, and land documents presented by our Company, including information and explanation thereto and review of facility related approvals needed.

The total estimated cost for setting up of tower 11 and 12 of Rabale Data Center is ₹11,276.93 million as certified by Vignesh Madhavan, Independent Chartered Engineer in the Rabale T11 & T12 Data Center Report. Out of this estimated cost, ₹10.76 million has already been deployed as per the statement of source of funds and deployment of funds as at August 31, 2025, issued by our Statutory Auditor, Manohar Chowdhry & Associates, Chartered Accountants, pursuant to their certificate dated October 16, 2025. Out of the balance amount of ₹11,266.17 million to be deployed, ₹8,600.00 million shall be funded from the Net Proceeds and the balance through borrowing arrangements.

The total estimated cost excluding land acquisition for setting up of tower 11 and 12 of Rabale Data Center is provided below:

<i>(in ₹ million)</i>					
S.No.	Particulars	Total estimated cost ⁽¹⁾	Amount deployed as of August 31, 2025 ⁽²⁾	Amount to be utilized from Net Proceeds ⁽³⁾⁽⁴⁾	Amount proposed to be funded from borrowing arrangements
1.	Plant and Machinery	11,253.74	3.20	8,600.00	2,650.54
2.	Others	23.19	7.56	-	15.63
Total		11,276.93	10.76	8,600.00	2,666.17

⁽¹⁾ Inclusive of GST. The GST will be paid through the borrowing arrangements and will not be funded through the Net Proceeds.

⁽²⁾ As certified by our Statutory Auditor, Manohar Chowdhry & Associates, Chartered Accountants, pursuant to their certificate dated October 16, 2025.

⁽³⁾ The amount to be utilized from the Net Proceeds within the above-mentioned particulars is indicative. Any increase or decrease in expenditure for a particular purpose from the planned expenditure is at the discretion of our management.

⁽⁴⁾ Exclusive of GST.

Land Availability

Towers 11 and 12 of the Rabale Data Center is situated at Plot No. R-978, TTC Industrial area, Rabale, Navi Mumbai, Maharashtra – 400701 admeasuring 13,152.28 square metres (“**Premises**”). The Premises have been sub-leased to our Company by Gargantuan Industrial Space Solutions Private Limited (“**Sub-Lessor**”) by way of an agreement dated March 18, 2025 (“**Sub-Lease Agreement**”). Security deposit of ₹25.00 million and ₹50.00 million was paid by our Company on execution of the term sheet dated September 22, 2023, on execution of the Sub-Lease Agreement, respectively and is required to pay ₹75.00 million on the Lease Commencement Dates (*as defined below*) for the first data center. The possession of the Premises was handed over to the Sub-Lessor from Maharashtra Industrial Development Corporation (“**MIDC**”) pursuant to an agreement to lease dated January 24, 2022, for a consideration of ₹330.27 million. Pursuant to the Sub-Lease Agreement, the Sub-Lessor is required to provide ‘built-to-suit’ premises comprising two multi-storied buildings in two phases on a sub-lease basis, obtain approvals governing the development and construction, and handover the first data center within a period of 18 months from February 16, 2024, and the second data center within a period of 34

months from February 16, 2024, or as otherwise agreed in writing. The rent of such Premises will commence after 6 months from the date of handover of respective data centers (“**Lease Commencement Dates**”) and will be calculated at 9.50% yield per annum on the project cost of respective data centers. The sub-lease rent is also subject to escalation by 2.95% from the respective Lease Commencement Dates. Further, the Premises have been sub-leased for a period of 20 years from the respective Lease Commencement Dates. The Sub-Lessor is not related to our Company, Directors or Promoters. For further details, please see “*Risk Factors – 39. Our Net Proceeds are proposed to be utilized towards data centers which are located on premises sub-leased from certain third parties.*” on page 58.

Details of the estimated cost to be paid out of Net Proceeds

The Company proposes pay the plant and machinery costs out of Net Proceeds which include costs towards, among others, procuring and erection of diesel generators, transformers, electrical equipment like panel boards, switch gears, air conditioning units, chillers, lifts, fire fighting devices and building automation systems.

Details about the total estimated cost of towers 11 and 12 of the Rabale Data Center, along with list of plant and machinery which is proposed to be paid out of the Net Proceeds, as certified by Vignesh Madhavan, Independent Chartered Engineer in the Rabale T11 & T12 Data Center Report are provided below:

(The remainder of this page has been left intentionally blank)

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
Plant and Machinery								
<i>Quotations</i>								
1.	Low Tension Panel	July 11, 2025	1. Arrow Electricals India Limited	723.76	NA	NA	723.76	March 31, 2026
2.	Diesel Generator (3000 KvA), Diesel Generator Balance of Plant Works, High Speed Diesel Downstream	July 3, 2025 and July 11, 2025	2. GMMCO Limited 3. Listen Lights Pvt. Ltd. 4. HITACHI Eneergy India Limited	1,841.66	101.76	87.41	2,030.83	March 31, 2026
3.	Down stream	July 11, 2025	5. CDVL 6. Schneider Electric	679.71	NA	NA	679.71	March 31, 2026
4.	Transformer	July 7, 2025	7. Delta Electronics (India) Pvt. Ltd.	143.00	NA	NA	143.00	December 30, 2025
5.	Chiller & Heating Ventilation and Air Conditioning Downstream	July 12, 2025	8. Schneider Electric 9. Prudent Teqtis, Mitsubishi Electric	1,125.37	101.76	NA	1,227.13	March 31, 2026
6.	Precise Air Conditioning	May 29, 2025	10. Do Use Fire Systems Private Limited	60.64	NA	NA	60.64	March 31, 2026
7.	IT Uninterruptible Power Supply & Non- IT Uninterruptible Power Supply	July 12, 2025	11. Vertive Energy Private Limited	1,505.82	NA	271.05	1,776.87	March 31, 2026
8.	Protocol Data Unit	July 4, 2025	12. Dhupar Brothers trading private ltd	441.45	39.49	NA	480.94	March 31, 2026
9.	Security systems (Closed- Circuit Television & control systems), Building Management system	July 11, 2025, July 16, 2025	13. Discovery data center solution	837.53	158.49	NA	996.02	March 31, 2026
10.	Fire Low Voltage & Safety systems	July 15, 2025	14. Vertive Energy Private Limited	1,105.28	67.579	NA	1,172.86	March 31, 2026
11.	Primary Air Handling Unit	July 15, 2025	15. Fogtech Fire Protection	329.55	NA	92.27	421.82	March 31, 2026
12.	Busduct Package	July 11, 2025	16. United Access Floor Pvt. Ltd.	363.21	52.55	NA	415.77	March 31, 2026
13.	Connection Admission Control Package 8 Floor	July 11, 2025		5.58	0.24	NA	5.81	March 31, 2026
14.	Heat load test	July 15, 2025		47.31	NA	8.52	55.83	March 31, 2026
15.	Water Mist Package	July 14, 2025		136.22	NA	NA	136.22	March 31, 2026
16.	Raise Access Floor	July 15, 2025		828.89	NA	NA	828.89	March 31, 2026
<i>Purchase Orders</i>								
17.	3000 KVA Diesel Generator Sets for Rabale Tower, 2750 KVA Transformers (Dry type) 2750 KVA	December 13, 2024, February 12, 2025	1. Gmmco Singapore Pte Ltd, Hitachi Energy India	35.42	NA	5.76	41.18	Valid until cancelled

S. No.	Classification	Date of quotation / Purchase Order	Name of the vendor	Base amount (in ₹ million)	Installation amount (in ₹ million)	Tax Amount (in ₹ million)	Total amount (in ₹ million)	Expiry date
	Transformers (Dry type)		Limited					
18.	Supply Geographic Information System High Tension Panel & Ring Main Unit & Installation	April 1, 2025	2. Abb India Limited	47.85	NA	8.61	56.46	Valid until cancelled
Sub-Total				10,258.25	521.87	473.62	11,253.74	
Other costs								
<i>Purchase Orders</i>								
19.	Computational Fluid Dynamics analysis for Rabale Tower 11 & Tower 12	May 6, 2024	1. Contravolt S Consultancy Services	0.43	NA	0.08	0.51	Valid until cancelled
20.	Micro climate CFD analysis	November 29, 2024	2. Experiqs Private Limited	0.42	NA	0.08	0.50	Valid until cancelled
			3. N K Jain Consulting Engineers					
21.	Data Center Design Consultancy Services	November 29, 2024	4. Ecofirst Services Limited	15.08	NA	6.16	21.24	Valid until cancelled
22.	Indian Green Building Council Certification Post Construction	June 9, 2025		0.80	NA	0.14	0.94	Valid until cancelled
Sub-Total				16.73	-	6.46	23.19	
Total				10,274.98	521.87	480.08	11,276.93	

As on the date of this Draft Red Herring Prospectus, we have not placed any orders for purchase of such plant and machinery which are to be funded through the Net Proceeds. Further, no second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

Proposed Schedule of Implementation

The schedule of implementation for setting up tower 11 and 12 of the Rabale Data Center, as certified by Vignesh Madhavan, Independent Chartered Engineer, in the Rabale T11 & T12 Data Center Report, is set out below:

Details	Estimated date of commencement*	Estimated date of completion*
Pre-Construction statutory approvals** ('Phase I')	March, 2023	March, 2026
Construction of core and Shell works ('Phase II')	March, 2023	December, 2026
Installation of plant and machinery ('Phase III')	December, 2025	June, 2029
Post-Construction statutory approvals ('Phase IV')	January, 2027	December, 2029

**The above timelines with respect to the implementation are as planned and indicative.*

***As per the agreement to sub-lease dated March 18, 2025 executed between our Company and Gargantuan Industrial Space Solutions Private Limited.*

While we believe that the schedule of implementation mentioned above is achievable, there is no assurance that there would not be any delays. For details in relation to possible risks associated with not meeting the expected schedule of implementation, please refer to the section titled "Risk Factors – Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations."

Statutory Approvals

As per the Sub-Lease Agreement, the obligation of obtaining the pre-construction approvals in relation to the project is on the Sub-Lessor and not on our Company. Our Company as per the Sub-Lease Agreement, is required to obtain certain post-construction approvals after handover of the project from the Sub-Lessor. The material pre-construction approvals and clearances required to be obtained by the Sub-Lessor and the post-construction approvals required to be obtained by our Company as certified by Vignesh Madhavan, Independent Chartered Engineer, in the Rabale T11 & T12 Data Center Report in relation to the setting up of tower 11 and 12 of the Rabale Data Center is set out below:

Pre-Construction Approvals

Approval	Status
Approved building plan	Obtained
Provisional fire NOC	Obtained
Provisional PESO	Obtained
Environment clearance	Obtained to the extent required for the current stage of construction*
Approval for power grid connectivity, power demand, estimate, sub-station, DG sanction	Obtained
Temporary power connection	Obtained
Development permission on fast-track	Obtained
Height clearance NOC	Obtained
Commencement certificate	Obtained
Consent to establish	Obtained

**Gargantuan Industrial Space Solutions Private Limited has obtained an environmental clearance dated August 25, 2023 ("EC") for a total built-up area of 40,640 sqm and has further submitted an application dated September 18, 2024 before the State Level Environmental Impact Assessment Authority, Maharashtra for expansion of the EC for a total built-up area of 48,643.72 sqm. As of the date of this Draft Red Herring Prospectus, the construction being undertaken at the data center is within the built-up area approved under the EC.*

Post-Construction Approvals

The below are the approvals required to be obtained by our Company after completion of Phase III:

Approval	Status
Consent to Operate	To be obtained before commencement of operations
Final Fire NOC	To be obtained before commencement of operations
Occupancy certificate	To be obtained before commencement of operations
Building completion certificate	To be obtained before commencement of operations
Lift license	To be obtained before commencement of operations

3. Repayment / prepayment, in full or in part, of certain borrowings availed by our Company

Our Company has entered into various borrowing arrangements with banks and financial institutions, which include borrowings in the form of, *inter alia*, term loans, working capital facilities, cash credit, external commercial borrowings and non-convertible debentures. For further details, including indicative terms and conditions, see “*Financial Indebtedness –Principal terms of the outstanding borrowings availed by our Company*” on page 437. As on August 31, 2025, the aggregate outstanding borrowings of our Company is ₹22,659.17 million. Our Company may avail further loans after the date of this Draft Red Herring Prospectus. For disclosure of borrowings in the last three Fiscals as per Schedule III of the Companies Act, see “*Restated Consolidated Financial Information*” on page 349.

As approved by our Board at its meeting held on October 14, 2025, our Company proposes to utilise an estimated amount of up to ₹6,000.00 million from the Net Proceeds towards repayment/ prepayment of certain borrowings availed by our Company. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Additionally, our Company may avail additional facilities, repay certain instalments of our borrowings and/ or draw down further funds under existing borrowing facilities, from time to time, after the filing of this Draft Red Herring Prospectus. Accordingly, our Company may utilise the Net Proceeds for repayment/prepayment of any such refinanced facilities (including any prepayment fees or penalties thereon) or any additional facilities obtained by our Company. Such repayment or prepayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that this may also improve our ability to raise further resources in the future to fund potential business development opportunities.

In light of the above, if at the time of filing the Red Herring Prospectus, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company. Also see, “*Risk Factors — 32. Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.*” on page 54.

The repayment/prepayment of the loans shall be based on various factors including (i) commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (iii) levy of any prepayment penalties and the quantum thereof, and (iv) provisions of any law, rules, regulations governing such borrowings.

The following tables set forth details of the borrowings drawn down by our Company, which we propose to repay/prepay, all or in part, from the Net Proceeds:

(Remainder of this page has intentionally been left blank)

Sr. No.	Name of lender	Details of the documentation	Date of disbursement	Nature of borrowings	Purpose for which loan was sanctioned as per loan agreement / sanction letter	Loan amount sanctioned (₹ in million)	Principal loan amount outstanding as on August 31, 2025 (₹ in million)	Rate of interest as on August 31, 2025 (% per annum)	Tenor / repayment schedule	Prepayment penalty / conditions
1.	HDFC Bank ⁽¹⁾	June 2, 2022	July 1, 2022	Term loan	Construction of Tower 5 of Rabale Data Center	4,440.00	4,111.27	9.20%	March 31, 2031 (with principal payable on a quarterly basis)	Nil
2.	Bank of Baroda ⁽¹⁾	<ul style="list-style-type: none"> November 30, 2022 May 13, 2024 	December 28, 2022	Term loan	Construction of Tower 5 of Rabale Data Center	2,960.00	418.42	9.20%	March 30, 2031 (with principal payable on a quarterly basis)	Nil
3.	NIIF Infrastructure Finance	<ul style="list-style-type: none"> March 11, 2025 March 29, 2025 	March 29, 2025	Term loan	Construction of Tower 5 of Rabale Data Center	2,500.00	2,493.75	8.65%	March 31, 2040 (with principal payable on a quarterly basis)	Nil
4.	Axis Bank	<ul style="list-style-type: none"> December 23, 2021 September 19, 2024 	January 10, 2022	Term loan	Construction of Noida Data Center 2	2,159.10	1,043.99	8.80%	December 31, 2029 (with principal payable on a quarterly basis)	Nil
5.	Kotak Mahindra Bank*	<ul style="list-style-type: none"> December 10, 2021 August 29, 2024 	January 3, 2022	Term loan	Construction of Noida Data Center 2	1,151.50	561.03	8.80%	December 31, 2029 (with principal payable on a quarterly basis)	Nil

Sr. No.	Name of lender	Details of the documentation	Date of disbursement	Nature of borrowings	Purpose for which loan was sanctioned as per loan agreement / sanction letter	Loan amount sanctioned (₹ in million)	Principal loan amount outstanding as on August 31, 2025 (₹ in million)	Rate of interest as on August 31, 2025 (% per annum)	Tenor / repayment schedule	Prepayment penalty / conditions
6.	Yes Bank	<ul style="list-style-type: none"> March 22, 2022 August 7, 2024 	July 30, 2022	Term loan	Construction of Noida Data Center 2	719.70	346.64	7.73%	December 31, 2029 (with principal payable on a quarterly basis)	Nil
7.	Federal Bank	<ul style="list-style-type: none"> February 10, 2022 April 26, 2024 	August 17, 2022	Term loan	Construction of Noida Data Center 2	719.70	370.71	8.05%	December 31, 2029 (with principal payable on a quarterly basis)	Nil
8.	Kotak Mahindra Bank*	<ul style="list-style-type: none"> September 5, 2022 April 20, 2023 	November 28, 2022	Term loan	Construction of Chennai Data Center 2	2,000.00	767.33	8.90%	September 30, 2031 (with principal payable on a quarterly basis)	Nil
9.	Bank of Baroda	December 21, 2022	March 10, 2023	Term loan	Construction of Chennai Data Center 2	3,000.00	1,112.16	9.05%	September 30, 2031 (with principal payable on a quarterly basis)	Nil
10.	Aseem Infrastructure Finance Limited®	March 2, 2023	March 21, 2023	Term loan	Construction of Chennai Data Center 2	1,000.00	348.47	8.90%	September 30, 2031 (with principal payable on a quarterly basis)	Nil

Sr. No.	Name of lender	Details of the documentation	Date of disbursement	Nature of borrowings	Purpose for which loan was sanctioned as per loan agreement / sanction letter	Loan amount sanctioned (₹ in million)	Principal loan amount outstanding as on August 31, 2025 (₹ in million)	Rate of interest as on August 31, 2025 (% per annum)	Tenor / repayment schedule	Prepayment penalty / conditions
11.	Kotak Mahindra Bank*	<ul style="list-style-type: none"> June 26, 2024 September 23, 2024 	September 30, 2024	Term loan	Construction of Towers 6 and 7 of Rabale Data Center	4,000.00	906.97	8.60%	September 30, 2036 (with principal payable on a quarterly basis)	Nil
12.	Canara Bank	August 8, 2024	November 11, 2024	Term loan	Construction of Towers 6 and 7 of Rabale Data Center	10,000.00	911.70	8.90%	September 30, 2036 (with principal payable on a quarterly basis)	Nil
13.	Yes Bank	<ul style="list-style-type: none"> August 21, 2024 September 19, 2024 	September 30, 2024	Term loan	Construction of Towers 6 and 7 of Rabale Data Center	4,000.00	1,186.23	8.13%	September 30, 2036 (with principal payable on a quarterly basis)	Nil
Total						38,650.00	14,578.66			

Note: In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilisation of loans for the purposes availed by our Company, we have obtained the requisite certificate dated October 16, 2025, from our Statutory Auditor in relation to the loans availed by our Company which are proposed to be repaid/prepaid from the Net Proceeds.

*Kotak Mahindra Capital Company Limited, one of the Book Running Lead Managers in the Offer, is related to Kotak Mahindra Bank, a lender of our Company. However, on account of this relationship, Kotak Mahindra Capital Company Limited does not qualify as an associate of our Company in terms of Regulations 21(A)(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with Regulation 23(3) of the SEBI ICDR Regulations. Further, in this connection, please note that the loans provided by Kotak Mahindra Bank Limited to our Company, is part of their ordinary course of lending business. For details, see, "Risk Factors – 50. A portion of the Net Proceeds is proposed to be utilized for repayment and/or pre-payment, in full or part, of all or certain borrowings of our Company from Kotak Mahindra Bank, affiliate of a certain BRLM to the Issue." on page 64.

© A non-banking financial company registered with RBI.

⁽¹⁾ On June 2, 2022, an amount aggregating to ₹7,400.00 million was originally sanctioned by HDFC Bank Limited, out of which ₹2,960.00 million was subsequently novated to Bank of Baroda through a transfer deed on December 7, 2022; and a sanction letter dated May 13, 2024 was issued by Bank of Baroda in respect of the aforesaid amount.

4. General corporate purposes

We propose to deploy the balance Net Proceeds, aggregating to ₹ [●] million, towards general corporate purposes subject to such amount not exceeding 25% of the Gross Proceeds. The general corporate purposes for which our Company proposes to utilise Net Proceeds include short term and long term working capital requirements, acquisition of land, rental and administrative expenses, investment in renewable energy entities, meeting exigencies and expenses incurred in the ordinary course of business, as may be applicable.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. The allocation and quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any. If the actual utilisation towards any of the Objects is 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 is within the permissible limits in accordance with the SEBI ICDR Regulations.

Offer related expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million. The Offer related expenses consist of listing fees, underwriting fees, selling commission and brokerage, fees payable to the book running lead managers, legal counsels, Registrar to the Offer, Escrow Collection Bank, Public Offer Account Bank, Refund Bank and Sponsor Banks including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges.

Other than the (i) listing fees, audit fees (to the extent not attributable to the Offer), and expenses for any product or corporate advertisements consistent with past practice of the Company (other than the expenses relating to marketing and advertisements in connection with the Offer), which will be borne solely by the Company, and (ii) fees and expenses in relation to the legal counsel to the Selling Shareholders in relation to the Offer, which shall be borne by the respective Selling Shareholders, the costs, and expenses that are associated with and incurred in connection with the Offer (including, *inter-alia*, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the legal counsel to the Company and the Indian and international legal counsel to the BRLMs, fees and expenses of the statutory auditors (to the extent related to the Offer), registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLMs, Syndicate Members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer) shall be borne by the Company and the Selling Shareholders, on a pro-rata basis, in proportion to the number of Equity Shares (i) issued and/or transferred by the Company through the Fresh Issue, and (ii) sold by each of the Selling Shareholders in the Offer, upon listing of the Equity Shares on the Stock Exchange(s) pursuant to the Offer in accordance with Applicable Law.

In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer shall be borne by the Company and Selling Shareholders in a proportionate manner, including but not limited to, the fees and expenses of the BRLMs and the legal counsels in relation to the Offer

The break-up of the estimated Offer expenses is as follows:

Activity	Estimated expenses ⁽¹⁾ (₹ in million)	As a % of the total estimated Offer expenses ⁽¹⁾	As a % of the total Offer size ⁽¹⁾
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/ processing fee for SCSBs and Bankers to the Offer and fees payable to the Sponsor Bank(s) for Bids made by UPI Bidders. Brokerage, selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ^{(2),(3),(4),(5)}	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to advisors and consultants to the Offer:			
- Auditors	[●]	[●]	[●]
- Independent Chartered Engineer	[●]	[●]	[●]
- Industry expert	[●]	[●]	[●]
- Fee payable to legal counsel	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]

Activity	Estimated expenses ⁽¹⁾ (₹ in million)	As a % of the total estimated Offer expenses ⁽¹⁾	As a % of the total Offer size ⁽¹⁾
- Advertising and marketing expenses	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

⁽¹⁾ Amounts will be finalised and incorporated in the Prospectus upon determination of the Offer Price. Offer expenses are estimates and are subject to change.

⁽²⁾ Selling commission payable to the SCSBs on the portion for RIBs, Non-Institutional Bidders which are directly procured and uploaded by the SCSBs, would be as follows:

Portion for RIB*	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Eligible Employees*	[●]% of the Amount Allotted* (plus applicable taxes)

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

⁽³⁾ No additional uploading / processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the Bid cum Application Forms directly procured by them.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

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

Portion for RIBs	₹[●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	₹[●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Eligible Employees	₹[●] per valid Bid cum Application Form (plus applicable taxes)

The Selling commission payable to the Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

⁽⁴⁾ The uploading charges/ processing fees for applications made by UPI Bidders would be as follows:

Members of the Syndicate / RTAs / CDPs / Registered Brokers	₹[●] per valid Bid cum Application Form* (plus applicable taxes)
Sponsor Bank(s)	₹[●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

* For each valid application.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in 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 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

⁽⁵⁾ Selling commission on the portion for RIBs, Non-Institutional Bidders which are procured by Members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

Portion for RIBs*	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Eligible Employees*	[●]% of the Amount Allotted* (plus applicable taxes)

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

Bridge loan

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

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, our Company will deposit the Net Proceeds only with one or more scheduled commercial banks included in Second Schedule of the Reserve Bank of India Act, 1934 as may be approved by our Board. 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 the shares of any other listed company.

Appraising entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or finance institutions.

Monitoring of utilization of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency to monitor the utilisation of the Gross Proceeds, prior to filing of the Red Herring Prospectus with the RoC as the proposed Fresh Issue exceeds ₹1,000.00 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds, and

the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in its balance sheet for such Fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor and such certification shall be provided to the Monitoring Agency. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Gross Proceeds from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the Gross Proceeds from the Objects as stated above.

Variation in objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“**Postal Ballot Notice**”) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in an English national daily newspaper, one in a Hindi national daily newspaper and a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located), in accordance with the Companies Act and applicable rules. The Shareholders who do not agree to the proposal to vary the objects shall be given an exit offer, at such price, and in such manner, in accordance with our Articles of Association, the Companies Act, and the SEBI ICDR Regulations.

Other confirmations

None of our Promoters, the members of the Promoter Group, Directors, Key Managerial Personnel, members of our Senior Management or Group Companies will receive any portion of the Offer Proceeds except in the ordinary course of business. There is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value of the Equity Shares at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections “Risk Factors”, “Our Business”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 35, 276, 349 and 440, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

We are a pan-India leading provider of hyperconnected, high-performance digital infrastructure solutions

- We are one of the top 3 providers of data center colocation services in India in terms of built IT capacity, as of March 31, 2025, according to the 1Lattice and C&W Report. We operate 14 interconnected data centers located in 6 cities with a combined built IT power capacity of 188.04 MW, as of June 30, 2025.
- Our data centers are carrier-neutral and strategically positioned in locations with high network connectivity, including subsea data cable landing stations and fiber networks. This gives our clients the ability to seamlessly distribute workloads across multiple data centers.
- Our data centers employ advanced cooling technologies, including air, liquid, and/or immersion cooling systems, to cater to varied workloads. The Tower 5 facility at the Rabale Data Center campus was the first in India to be certified by NVIDIA as a DGX-ready data center for air and liquid cooling, showcasing our capability to support AI workloads, and currently 3 of our latest facilities have been certified for AI workloads and air and liquid cooling by NVIDIA, in each case according to the 1Lattice and C&W Report

Deep industry expertise developed over more than 25 years of operational excellence

- We leverage from the domain knowledge, including in engineering, design and technology and development efficiency that Sify Group has acquired over the course of more than 3 decades of operations and over 25 years of providing high-performance data center hosting solutions to our clients across India.
- We are committed to achieving build speed and high performance at low costs through a combination of advanced design and technology and innovative practices. We have a track record of successfully developing additional capacity and data centers to meet demand. For example, in the period from Fiscal 2023 to Fiscal 2025, we have developed 3 data centers, which added 95.41 MW of built IT power capacity to our operations. This reflects our ability to swiftly transition newly developed capacity into revenue-generating use, enabled by our execution strength and ability to support early client deployment.

Long-term and sticky relationships with a distinguished client base

- We have a diversified client base of over 500 clients, as of June 30, 2025. This comprises a balanced mix of Hyperscaler clients and Enterprise clients.
- Hyperscaler clients are key contributors to demand across our data centers, contributing 67.81% and 69.32% to our revenues in the three months ended June 30, 2025, and Fiscal 2025, respectively. As of June 30, 2025, our client base included 3 of the top 4 global Hyperscaler companies, based on cloud services revenue in the second quarter of 2024, operating in India, according to the 1Lattice and C&W Report. According to the 1Lattice and C&W Report, our long-term collaborations with, and repeat mandates from, our Hyperscaler clients are a testament to the trust our Company commands in the industry.
- In addition, we also cater to prominent Enterprise clients, across sectors, such as financial services institutions, fintech companies and social media companies, for whom digital infrastructure is mission-critical to business operations. As of June 30, 2025, our operations served 7 of the top 10 Indian banks (based on Fiscal 2024 revenues), top 4 of the top 10 Indian insurance companies (based on Fiscal 2024 revenues), a leading European payments company, as well as 2 of the top 5 social media companies globally (based on the number of smartphone handsets containing these applications as of the end of Fiscal 2025), according to the 1Lattice and C&W Report.

Strategic and competitive advantage complemented by a converged offering across the Sify Group

- Sify Group has established itself as a pioneer in the information and communications technology (“ICT”) industry, known for its innovation and leadership, according to the 1Lattice and C&W Report. We, together with our Promoter, STL, and one of our group companies, SDSL, offer a comprehensive suite of solutions, and position ourselves as a converged platform for clients’ diverse ICT needs. Our strategy allows for effective cross-selling of services among us and STL and SDSL, and our clients benefit from the availability of an integrated services offering when they colocate with us.

Commitment to power efficiency and reliability and sustainable energy

- Access to secure, uninterrupted power and energy efficiency are essential elements of the data center industry, according to the 1Lattice and C&W Report. Moreover, power security is key to ensuring high uptime. We are committed to maintaining consistent and reliable power supply at our operations. To achieve this, we implement measures to retain control over our power utilities and maintain uninterrupted supply at our operations. For example, all of our data centers that serve Hyperscaler clients are equipped with onsite substations and step-down transformers.

Robust financial profile with a strong combination of scale, growth, profitability, returns and cash flows

- We have consistently demonstrated robust financial performance in recent years, and our contractual arrangements with our clients provide cash flow visibility.

For details, see “Risk Factors” and “Our Business – Our strengths” on pages 35 and 282, respectively.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, see “Restated Consolidated Financial Information” and “Other Financial Information” beginning on pages 349 and 434, respectively.

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

1. Basic and diluted earnings per share (“EPS”)

Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2025	2.45	2.41	3
March 31, 2024	1.84	1.84	2
March 31, 2023	1.91	1.90	1
Weighted Average	2.16	2.14	
June 30, 2025*	0.27	0.26	

* Not annualized

Notes:

- The figures above are derived from the Restated Consolidated Financial Information.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights. Weights have been determined by our Company
- Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the year/ period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/ period
- Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year/ period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/ period as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year/ period
- Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/ period adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year/ period.
- Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 ‘Earnings per share’

2. Price/Earning (“P/E”) ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (number of times) *	P/E at the Cap Price (number of times) *
Based on basic EPS for financial year ended March 31, 2025	[●]	[●]
Based on diluted EPS for financial year ended March 31, 2025	[●]	[●]

* To be updated in the Prospectus.

3. Industry P/E ratio

	P/E Ratio
Highest	115.46
Lowest	100.90
Average	108.18

Notes: Note: The highest and lowest industry P/E shown above is based on the peer set provided below under “Comparison with listed industry peers”. The P/E ratio for NEXTDC Limited is not meaningful since it recorded a negative EPS during Fiscal 2025.

4. Return on Net Worth (“RoNW”)

Financial Year/ Period ended	RoNW %	Weight
March 31, 2025	7.68%	3
March 31, 2024	7.57%	2
March 31, 2023	12.19%	1
Weighted Average	8.40%	
June 30, 2025*	0.78%	

* Not annualized

Notes:

- Return on Net Worth (%) = Restated profit/ (loss) for the year for the Fiscal divided by the average of Net Worth of the relevant Fiscal and previous Fiscal.
- Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation, amalgamation and capital reserve
- The weighted average RoNW is a product of RoNW for Fiscals 2025, 2024 and 2023 and respective assigned weight, dividing the resultant by total aggregate weight. Weights have been determined by our Company.

5. Net Asset Value (“NAV”) per Equity Share

NAV per Equity Share	Amount (in ₹)
As on March 31, 2025	28.82
As on June 30, 2025	29.05
After the Offer	
-At the Floor Price*	[●]
-At the Cap Price*	[●]
At Offer Price [^]	[●]

* To be computed after finalization of price band

[^] To be determined on conclusion of the Book Building Process

Notes:

- The figures above are derived from the Restated Consolidated Financial Information.
- Net asset value per equity share = Net worth as of the end of the Fiscal/period divided by the weighted average outstanding equity shares considered for diluted EPS as at the end of the Fiscal/period.
- Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation, amalgamation and capital reserve.

6. Comparison of Accounting Ratios with Listed Industry Peers

Name of the Company	Face Value (₹ Per Share)	Closing price on October 9, 2025 (₹)	Revenue from operations (in ₹ million)	EPS (₹ Per Share)		NAV (₹ per share) ³	P/E Ratio ⁴	RONW (%) ⁵
				Basic	Diluted			
Sify Infinit Spaces Limited	10	[●] [^]	14,283.65	2.45	2.41	28.82	[●] [^]	7.68%
Listed Peers								
Equinix, Inc.	0.08	71,759.63	731,953.66	714.55	711.20	11,995.45	100.90	6.22%
Digital Realty Trust, Inc.	0.85	15,554.30	464,789.57	145.59	134.71	546.93	115.46	2.96%
NEXTDC Limited.	NA	948.73	23,504.86	-5.28	-5.28	366.88	NM [*]	-1.55%
Average							108.18	2.54%

[^] To be updated at Prospectus stage

* The P/E ratio for NEXTDC Limited is not meaningful since it recorded a negative EPS during Fiscal 2025.

Notes:

- Financial information of our Company has been derived from the Restated Consolidated Financial Information as of or for the financial year ended March 31, 2025
- All the financial information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial information of such listed industry peer available on the website of the peers and regulatory filings, as of and for the year ended December 31, 2024 for Equinix Inc. and Digital Realty Trust, Inc., and as and for the year ended June 30, 2025 for NEXTDC Limited.
- Net asset value per equity share = Net worth as of the end of the Fiscal year divided by the weighted average outstanding equity shares considered for diluted EPS as the end of the Fiscal.

4. P/E Ratio for the listed industry peer has been computed based on the closing market price of equity shares, on October 9, 2025 and converted at a USD-INR exchange rate of 88.78 for Equinix, Inc. and Digital Realty Trust, Inc. and at an AUD-INR exchange rate of 58.46 for NEXTDC Limited, divided by the diluted EPS of the latest respective Fiscal years.
5. Return on Net Worth (%) = Profit/ (loss) for the year for the Fiscal divided by the average of Net Worth of the latest relevant Fiscal and previous Fiscal.
6. Reported figures for Equinix, Inc. and Digital Realty Trust, Inc. in USD have been converted to INR at the average USD-INR rate of 83.67 for the Fiscal year (Source: www.x-rates.com) for Revenue from operations, EPS and total profit/(loss) for the year and at the end of the Fiscal year USD-INR rate of 84.97 (Source: www.x-rates.com) for Face Value, Net Worth and Net asset value per equity share as given below
7. Reported figures for NEXTDC Limited in AUD have been converted to INR at the average AUD-INR rate of 55.02 for the Fiscal year (Source: www.x-rates.com) for Revenue from operations, EPS and total profit/(loss) for the year and at the end of the Fiscal year AUD-INR rate of 55.81 (Source: www.x-rates.com) for Face Value, Net Worth and Net asset value per equity share as given below.

For the purpose of selection of our peer set, as there are no Indian publicly listed pure-play data center providers, we have focussed on globally listed data center providers. We have not considered NTT Data Centers, Nextra Data (by Airtel), CtrlS Datacenters, and ST Telemedia GDC mentioned in the Industry Report as they are not publicly listed.

7. Key Performance Indicators (“KPIs”)

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of our business in comparison to our peers.

Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated October 14, 2025. The management and the members of the Audit Committee have confirmed that the KPIs disclosed below have been identified and disclosed in accordance with the SEBI ICDR Regulations and the industry standards on key performance indicators disclosures in the draft offer document and offer document. Further, the management and the members of our Audit Committee have confirmed that the verified and audited details of all KPIs pertaining to our Company and confirmed that the KPIs pertaining to our Company that have been disclosed to investors at any point of time during the three years prior to the date of filing of this Draft Red Herring Prospectus have been disclosed in this section and have been subjected to verification and certification by Manohar Chowdhry & Associates, Statutory Auditors, pursuant to certificate dated October 16, 2025, which has been included as part of the “Material Contracts and Documents for Inspections” beginning on page 545. Further, the Audit Committee have also confirmed that there are no KPIs pertaining to our Company that have been disclosed to our Promoters, Employees or Directors of our Company in their capacity as a shareholder of the Company at any point of time during the three years prior to the filing of the DRHP.

For details of other business and operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 276 and 440, respectively.

We have described and defined the KPIs, as applicable, in the section “Definitions and Abbreviations – Key performance Indicators” on page 15.

Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year (or for 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 Exchanges or till the utilisation of the proceeds from the Offer, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

Details of KPIs as at/ for the financial years ended March 31, 2025, March 31 2024, and March 31, 2023 and quarter ended June 30, 2025

Metric	Unit	Three-Months ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Revenue from Operations ¹	INR Mn	3,985.98	14,283.65	11,141.70	10,213.40
Revenue Growth ²	%	NA ³	28.20%	9.09%	34.70%
Earnings Before Interest Tax Depreciation and Amortization (“EBITDA”) ⁴	INR Mn	1,767.18	6,342.46	4,652.65	4,126.06
EBITDA Margin ⁵	%	44.33%	44.40%	41.76%	40.40%
Profit Before Tax (“PBT”) ⁶	INR Mn	195.97	1,802.64	1,141.78	1,268.46
PBT Margin ⁷	%	4.92%	12.62%	10.25%	12.42%

Metric	Unit	Three-Months ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Profit After Tax ("PAT") ⁸	INR Mn	136.32	1,263.60	932.48	966.86
PAT Margin ⁹	%	3.42%	8.85%	8.37%	9.47%
Net Debt ¹⁰	INR Mn	27,389.76	23,236.04	21,503.16	16,007.20
Long Term Debt to Equity ¹¹	Ratio	1.38	1.37	1.28	1.62
Net Debt to EBITDA ¹²	Ratio	3.87*	3.66	4.62	3.88
No. of Data Centers Built ¹³	Number	14	14	12	11
Count of Cities Present In ¹⁴	Number	6	6	6	6
Total Built Capacity ¹⁵	MW	188.04	188.04	136.20	92.63
Total Operational Capacity ¹⁶	MW	113.67	111.37	85.49	77.09

*Annualised

Notes:

- Revenue from operations represents colocation services which includes lease rentals, power, cross-connects, etc. and excludes other income like interest income and one-time gains.
- Revenue growth (%) is calculated as a percentage of Revenue of the relevant period / year minus Revenue of the preceding period/year, divided by Revenue of the preceding period/ year.
- NA refers to Not Applicable where the information is unavailable since Restated Consolidated Financial Statements for June 30, 2024 are not reported by the Company.
- EBITDA is calculated as earnings before interest expense, taxes, depreciation and amortisation less other income.
- EBITDA Margin is computed as percentage of EBITDA divided by Revenue from operations for the respective Fiscal/period.
- Profit before tax refers to restated profit before tax as disclosed in our Restated Consolidated Financial Statements.
- PBT Margin is computed as restated profit before tax divided by Revenue from operations as disclosed in our Restated Consolidated Financial Statements for the respective period/Fiscal.
- PAT refers to restated profit for the year as disclosed in our Restated Consolidated Financial Statements.
- PAT Margin refers to restated profit for the year divided by Revenue from operations as disclosed in our Restated Consolidated Financial Statements for the respective period/Fiscal.
- Net Debt is computed as total debt including short term debt, long term debt and lease liabilities minus cash and cash equivalents.
- Long Term Debt to Equity is computed as Long-Term Debt divided by Net Worth of the relevant period/Fiscal.
- Net Debt to EBITDA is computed as Net Debt which is total debt including short term debt, long-term debt and lease liabilities minus cash and cash equivalents divided by EBITDA.
- Count of Data centers which are operational.
- Number of cities where Company has data center operations.
- Total available power capacity that can be sold to customers during the year/period.
- Total Operational Capacity refers to the contracted load or committed IT power sold to customers during the year / periods.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 276 and 440, respectively.

A list of our KPIs along with a brief explanation of the relevance of the KPIs to our business operations are set forth below. All such KPIs have been defined consistently and precisely in "Definitions and Abbreviations – Conventional and General Terms or Abbreviations" beginning on page 13.

KPIs	Explanation for the KPI
Revenue from Operations	Revenue from operations represents the total turnover generated through the Company's core business activities such as colocation services which includes lease rentals, power, cross-connects, etc. It serves as a key metric for the management as it indicates the business's revenue profile and scale
Revenue Growth	Revenue growth reflects the overall expansion of the Company's revenue from operations over a given period
Earnings Before Interest Tax Depreciation and Amortization ("EBITDA")	EBITDA reflects the Company's core operating profitability before the impact of depreciation and amortisation, financing and tax-related items, providing insight into the business's operational performance
EBITDA Margin	EBITDA Margin reflects the Company's core operating profitability through operations before the impact of depreciation and amortisation, financing and tax-related items, providing insight into the business's operational performance
Profit Before Tax ("PBT")	PBT helps understand the profitability of the company before tax and is useful to compare across companies with different tax structures
PBT Margin	PBT Margin helps understand the profitability of the company before tax and is useful to compare across companies with different tax structures
Profit After Tax ("PAT")	PAT reflects the measure of the Company's financial performance and profitability
PAT Margin	PAT Margin represents the overall profitability of the business. It reflects the net earnings after deducting all expenses, including interest and taxes, offering a measure of the Company's financial performance.
Net Debt	Net Debt is the actual debt of the company minus cash and cash equivalent. Net debt reflects the

KPIs	Explanation for the KPI
	actual debt burden of the Company and is a key indicator of financial leverage and liquidity with lower Net Debt position signifying stronger liquidity and reduced financial risk
Long Term Debt to Equity	The Long-Term Debt Ratio measures the proportion of a company's total assets that are financed through long-term debt. It indicates the degree of financial leverage and long-term solvency.
Net Debt to EBITDA	Measures the Company's financial leverage by comparing net debt (i.e. total debt minus cash and cash equivalents) to EBITDA. When Net Debt is divided by EBITDA, the resultant multiple indicates the number of years required to repay debt from operating earnings.
No. of Data Centers Built	This indicates the count of the Company's Data Centers that are operational
Count of Cities Present In	This indicates the number of cities where the Company has Data Centers operations
Total Built Capacity	The maximum IT load a data center is engineered to support, based on business requirements, space planning, and infrastructure feasibility. This has been calculated based on the present design specifications in the respective data centers, using total planned electrical load and design power density
Total Operational Capacity	The total IT power capacity that has been sold to customers during the year / periods for which revenue from operations is generated. This has been calculated based on contracted load or committed IT power sold to customers

Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business for the Financial Years March 31, 2025, March 31, 2024, and March 31, 2023 and during three-months ended June 30, 2025.

8. Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although some of these KPIs may not be a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

9. Comparison of the KPIs of our Company with Listed Industry Peers

KPI	Our Company				Equinix, Inc.				Digital Realty Trust, Inc.				NEXTDC Limited			
	As at and for															
	Three months period ended June 30, 2025	Fiscal ended March 31, 2025	Fiscal ended March 31, 2024	Fiscal ended March 31, 2023	Three months period ended June 30, 2025	Fiscal ended December 31, 2024	Fiscal ended December 31, 2023	Fiscal ended December 31, 2022	Three months period ended June 30, 2025	Fiscal ended December 31, 2024	Fiscal ended December 31, 2023	Fiscal ended December 31, 2022	Fiscal ended June 30, 2025	Fiscal ended June 30, 2024	Fiscal ended June 30, 2023	
Revenue from Operations	3,985.98	14,283.65	11,141.70	10,213.40	1,93,047.97	7,31,953.66	6,76,059.96	5,70,653.07	1,27,770.21	4,64,789.57	4,52,225.41	3,68,636.86	23,504.86	21,996.71	19,879.60	
Revenue Growth	NA	28.20%	9.09%	34.70%	5.50%	8.27%	18.47%	16.33%	9.96%	2.78%	22.68%	12.62%	6.86%	10.65%	24.99%	
Earnings Before Interest Tax Depreciation and Amortization ("EBITDA")	1,767.18	6,342.46	4,652.65	4,126.06	NA	NA	NA	NA	1,37,376.22	2,38,213.77	2,57,303.40	2,79,193.92	11,004.91	10,374.99	10,020.20	
EBITDA Margin	44.33%	44.40%	41.76%	40.40%	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Profit Before Tax ("PBT")	195.97	1,802.64	1,141.78	1,268.46	34,656.22	81,579.20	92,805.50	65,134.43	NA	NA	NA	NA	-3,227.94	-1,975.12	-1,076.90	
PBT Margin	4.92%	12.62%	10.25%	12.42%	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Profit After Tax ("PAT")	136.32	1,263.60	932.48	966.86	31,404.52	68,108.17	80,007.58	55,391.77	89,588.12	50,410.92	78,342.87	29,674.59	-3,331.05	-2,401.63	-1,208.68	
PAT Margin	3.42%	8.85%	8.37%	9.47%	NA	9.30%	11.83%	9.71%	NA	NA	NA	NA	NA	NA	NA	
Net Debt	27,389.76	23,236.04	21,503.16	16,007.20	NA	NA	NA	NA	14,49,200.63	12,14,882.62	15,79,451.87	NA	54,358.21	11,416.46	35,449.07	
Long Term Debt to Equity	1.38	1.37	1.28	1.62	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Net Debt to EBITDA	3.87*	3.66	4.62	3.88	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
No. of Data Centers Built	14	14	12	11	272	268	260	248	310	308	309	316	17	16	12	
Count of Cities Present In	6	6	6	6	76	74	71	71	NA	NA	NA	NA	NA	NA	NA	
Total Built Capacity	188.04	188.04	136.20	92.63	NA	NA	NA	NA	2,850.00	2,700.00	2,500.00	NA	207.90	165.10	133.40	
Total Operational Capacity	113.67	111.37	85.49	77.09	NA	NA	NA	NA	NA	NA	NA	NA	110.9	86.0	77.7	

*Annualised

Notes:

1. NA refers to Not Applicable where the information is unavailable i.e. not reported by the industry peers in either their annual reports, audited financial results and investor presentations as available on their website or through regulatory filings
2. All the financial information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial information of such listed industry peer available on the website of the stock exchanges and regulatory filings or investor presentations
3. To the extent that the listed industry peers have published the above ratios or financial information in their regulatory filings/ website, the same have been disclosed on an as is basis and may not be comparable to the method of computation used by us
4. The fiscal year for NextDC Limited ends on June 30, hence no stub period financials are available.

5. *Reported figures for Equinix, Inc. and Digital Realty Trust, Inc. in USD and NEXTDC Limited in AUD are converted to INR at the average USD-INR exchange rate (Source: www.x-rates.com) and average AUD-INR exchange rate (Source: www.x-rates.com) for the respective time periods for Income Statement & related line items and as at the end of respective time periods for USD-INR exchange rate (Source: www.x-rates.com) and AUD-INR exchange rate (Source: www.x-rates.com) for Balance Sheet & related line items, respectively.*
- a. *For Equinix Inc. and Digital Realty Trust, Inc., Income Statement & related line items are converted at an average USD-INR rate of 85.57, 83.67, 82.57 and 78.57 for the three-months ended June 30, 2025, and for the Fiscal 2024, 2023 and 2022 respectively*
 - b. *For Equinix Inc. and Digital Realty Trust, Inc., Balance Sheet & related line items are converted at an USD-INR rate of 85.93, 84.97, 83.25 and 82.40 as at the three-months ended June 30, 2025, and as at 31 December 2024, 31 December 2023 and 31 December 2022 respectively*
 - c. *For NEXTDC Limited Income Statement & related line items are converted at an average AUD-INR rate of 55.02, 54.40 and 54.86 for Fiscal ended June 30, 2025, 2024 and 2023 respectively*
 - d. *For NEXTDC Limited Balance Sheet & related line items are converted at an AUD-INR rate of 55.81, 55.44 and 55.18 as at the Fiscal ended June 30, 2025, June 2024 and June 2023 respectively*

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

- 10. Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under ESOP 2025 and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft 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 ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)**

The Company has not issued any Equity Shares or convertible securities, excluding shares issued pursuant to a bonus issuance, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days

- 11. Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving the Promoters, members of the Promoter Group, any of the Selling Shareholders or other Shareholders of our Company with rights to nominate directors on our Board during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale 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 ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)**

There have been no secondary sales/ transfers or acquisitions of any Equity Shares or convertible securities (excluding gifts) where the Promoters, members of the 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, 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-offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- 12. If there are no such transactions to report under 10 and 11 above, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where our Promoters, members of the Promoter Group, Selling Shareholders or other Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:**

Date of allotment	Name of allottees	Nature of Security	Nature of allotment	Number of CCPS/ CCDS	Number of Equity Shares at face value of ₹ 10 each**	Issue price per CCPS/ CCDS (₹)	Issue price per Equity Share (₹)	Total Consideration (₹)
Primary issuances								
August 30, 2023	KDCF	Compulsorily Convertible Debentures	Private placement	12,000,000	11,299,813	100.00	106.20	1,200,000,000
August 30, 2023	KDCF	Compulsorily Convertible Debentures	Private placement	48,000,000	26,087,184	100.00	184.00	4,800,000,000
December 22, 2023	STL	Equity shares	Pursuant to Print House Scheme	-	859,762	-	116.31	99,998,918
March 13, 2025	STL	Equity shares	Pursuant to Patel Auto Scheme	-	4,271,365	-	98.17	419,303,650
August 12, 2025	STL	Compulsorily Convertible Debentures	Private placement	2,500,000	2,011,936	100.00	124.26	250,000,000
Weighted average cost of acquisition of Primary issuances[#]								152.02
Secondary transactions								
June 4, 2025	STL	Compulsorily Convertible Preference Shares	Transfer from RVIPL	50,000,000	4,023,873	14.61	181.55	730,525,052
Weighted average cost of acquisition of Secondary transactions[#]								181.55

* Computed based on fully diluted basis

[#] As certified by Manohar Chowdhry & Associates, Statutory Auditors, by way of their certificate dated October 16, 2025.

Notes:

1. Assuming the Company shall undertake conversion of 1,20,00,000 outstanding CCDs and 4,80,00,000 outstanding CCDs into a maximum of 3,73,86,997 Equity Shares, prior to filing of the Red Herring Prospectus in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

2. Assuming the Company shall undertake conversion of 5,00,00,000 outstanding CCPS and 25,00,0000 outstanding CCDs into a maximum of 40,23,873 Equity Shares and 20,11,936 Equity Shares, aggregating up to 60,35,809 Equity Shares in total, prior to filing of the Red Herring Prospectus in accordance with Regulation 5(2) of the SEBI ICDR Regulations

13. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on Primary/ Secondary transactions mentioned under 10, 11 or 12 above, are disclosed below:

Past transactions	Weighted average cost of acquisition per Equity Share (₹)#	Floor Price*(₹)	Cap Price*(₹)
(a) Weighted average cost of acquisition for last eighteen months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the eighteen months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the 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	Nil	[●] times	[●]times
(b) Weighted average cost of acquisition for last eighteen months for secondary sale / acquisition of shares equity/convertible securities), where Promoter, members of the Promoter Group, Selling Shareholder, or Shareholder(s) having the right to nominate Directors on our Board are a party to the transaction (excluding gifts), during the eighteen months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the 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	Nil	[●]times	[●]times
Since there were no primary or secondary transactions of equity shares of our Company during the eighteen months to report (a) and (b), the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where Promoter, members of the Promoter Group, Selling Shareholder or shareholder(s) having the right to nominate directors on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of the transaction, is as below:			
Weighted average cost of acquisition of Primary issuances	152.02	[●]times	[●]times
Weighted average cost of acquisition of Secondary transactions	181.55	[●]times	[●]times

* To be updated at Prospectus stage

As certified by Manohar Chowdry & Associates, Statutory Auditor, pursuant to the certificate dated October 16, 2025.

14. Detailed explanation for Offer Price/ Cap Price along with our Company's KPIs and financial ratios for the periods presented in the Restated Consolidated Financial Information and in view of the external factors which may have influenced the pricing of the issue, if any

[●]*

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company, in consultation with the BRLMs, are justified of the Offer Price in view of the above qualitative and quantitative parameters.

*This will be included on finalisation of Price Band. The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process.

Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Condition and Revenue from Operations" and "Restated Consolidated Financial Information" beginning on pages 35, 276, 440 and 349, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the section "Risk Factors" beginning on page 35 and any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To
The Board of Directors
Sify Infinit Spaces Limited
2nd Floor, Tidel Park,
No.4, Rajiv Gandhi Salai,
Tharamani, Chennai, 600113
Tamil Nadu, India

Sub: Proposed initial public offering of equity shares (the “Equity Shares”) of Sify Infinit Spaces Limited (the “Company” and such offer, the “Offer”)

Dear Sir / Madam,

1. This certificate is issued in accordance with the terms of our letter of engagement dated April 25, 2025 with the Company.
2. We, Manohar Chowdhry & Associates, Chartered Accountants, have been informed that the Company proposes to file the Draft Red Herring Prospectus with respect to the Offer (the “DRHP”) with the Securities and Exchange Board of India (“SEBI”), BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and applicable laws, and subsequently proposes to file (i) Red Herring Prospectus proposed to be filed with the SEBI, the Stock Exchanges and the Registrar of Companies, Tamil Nadu at Chennai (“RoC”) and such Red Herring Prospectus (the “RHP”); (ii) Prospectus proposed to be filed with the SEBI, the Stock Exchanges and the Registrar of Companies (the “Prospectus”); and (iii) any other documents or materials to be issued in relation to the Offer (collectively with the DRHP, RHP and Prospectus, the “Offer Documents”).
3. We have been requested by the Company to verify and provide our opinion on the Statement of Special Tax Benefits available to the Company and its shareholders under Income-tax Act, 1961 (“IT Act”), as amended, i.e. applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27 and presently in force in India (referred as “Direct Tax Laws”) and the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 / relevant State Goods and Services Tax Act, 2017 read with Rules, Circulars and Notifications prescribed thereunder (“GST Law”), the Customs Act, 1962, the Customs Tariff Act, 1975 read with Rules, Circulars, and Notifications prescribed thereunder (“Customs law”) applicable for the Financial Year 2025-26 and presently in force in India (collectively referred as “Indirect Tax Laws”). The Direct Tax Laws and the Indirect Tax Laws, as defined above, are collectively referred to as the “Tax Laws”.

Management’s Responsibility

4. The preparation of the information in Annexure I and II in relation to statement of tax benefits available to the Company and its shareholders under Tax Laws is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the information and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the ICDR Regulations in relation to the Offer, Companies Act, 2013 and other applicable laws .

Auditor’s Responsibility

6. Pursuant to the requirements mentioned in paragraph 3 above, it is our responsibility to provide a reasonable assurance on whether the Statement of Special Tax Benefits mentioned in Annexure I and II are available to the Company and its shareholders under the Indian Tax Laws.
7. We have audited the consolidated financial statements of the Company for the three-month period ended June 30, 2025 on which we issued an unmodified audit opinion with an emphasis of matter vide our report dated September 25, 2025. We also audited the consolidated financial statements of the Company for the financial year ended March 31, 2025 on which we issued an unmodified audit opinion with an emphasis of matter vide our report dated April 18, 2025, and

audited the standalone financial statements of the Company for the financial years ended March 31, 2024 and 2023 on which we issued an unmodified audit opinion vide our reports dated April 22, 2024 and April 24, 2023 respectively. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013, as amended and other applicable authoritative pronouncements issued by the ICAI. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 6 above. Accordingly, we have performed the following procedures:
 - a. We inquired with the management on statement of special tax benefits available to the Company and its shareholders.
 - b. We obtained the list of special tax benefits available to the Company and its shareholders from the management and validated the same with tax returns filed by the Company under Direct Tax Laws and Indirect Tax Laws.
9. We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (the "ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

11. Based on the procedures performed by us, and according to the information and explanations given to us and representations obtained, in our opinion the enclosed Annexures, prepared by the Company, provides the special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961, as amended, i.e. applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27 and presently in force in India ("Annexure I") and the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 / relevant State Goods and Services Tax Act, 2017 read with Rules, Circulars and Notifications prescribed thereunder, the Customs Act, 1962, the Customs Tariff Act, 1975 read with Rules, Circulars, and Notifications prescribed thereunder applicable for the Financial Year 2025-26 and presently in force in India ("Annexure II").
12. We confirm that the information in this certificate is true and correct and there is no untrue statement or omission which would render the contents of the certificate misleading in its form or context.

Other Matters

13. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
14. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that 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 proposed initial public offer of the equity shares of the Company (the "Proposed IPO").
15. We do not express any opinion or provide any assurance as to whether:
 - a. the Company or its shareholders will continue to obtain these benefits in future;
 - b. the conditions prescribed for availing the benefits have been / would be met with; and
 - c. the revenue authorities / courts will concur with the views expressed herein.

16. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and based on their understanding of the business activities and operations of the Company.

Subsequent events

17. We confirm that on receipt of any communication from Company of any changes in the information, we will immediately communicate any changes in writing in the above information to the book running lead managers until the date when the Equity Shares allotted and transferred in the Offer commence trading on the relevant Stock Exchanges. In the absence of any such communication from us, book running lead managers and the legal advisors, each to the Company and the book running lead managers, can assume that there is no change to the above information.

Restriction on Use

18. This statement may be relied upon by the Company, the book running lead managers, and the legal counsel appointed by the Company and the BRLMs in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to extracts of, or reference to, this statement being used in the Offer Documents. We also consent to the submission of this statement as may be necessary, to any regulatory authority and / or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.
19. We also consent to the inclusion of this statement as a part of “Material Contracts and Documents for Inspection” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.
20. Further, hereby consent to the inclusion of this statement in any data-base and / or repository as may be required by the Stock Exchanges or SEBI, in connection with the Offer.
21. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose mentioned in paragraph 2, 18, 19 and 20 above and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

Yours faithfully,

For **Manohar Chowdhry & Associates**
Chartered Accountants
ICAI Firm Registration Number: 001997S

K S Y Suryanandh
Partner
Membership No.: 237830
UDIN: 25237830BMNTND9586

Place: Chennai
Date: October 16, 2025

ANNEXURE “1” STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information provided below sets out the possible special direct tax benefits available to the Company and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current Tax Laws presently in force in India. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant Tax Laws. Hence, the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business / commercial imperatives a shareholder faces, may or may not choose to fulfil. We do not express any opinion or provide any assurance as to whether the Company or its shareholders will continue to obtain these benefits in future. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

The statement below covers only relevant special direct tax law benefits and does not cover benefits under any other law.

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

A. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY:

The statement of tax benefits enumerated below is as per the Income-tax Act, 1961 (“Act”) as amended from time to time and applicable for financial year (‘FY’) 2025-26 relevant to assessment year (‘AY’) 2026-27.

1. Lower corporate tax rate under section 115BAA of the Act

- a. Section 115BAA was inserted in the Act by the Taxation Laws (Amendment) Act, 2019 (“the Amendment Act, 2019”) w.e.f. April 1, 2020 (AY 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% tax plus surcharge of 10% and health & education cess of 4%). The option to apply this tax rate is available from FY 2019-20 relevant to AY 2020-21 and the option once exercised shall apply to subsequent assessment years. Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their ‘book profits’ under section 115JB of the Act.
- b. In case a company opts for the concessional income tax rate as prescribed under Section 115BAA of the Act, it will not be allowed to claim any of the following deductions/exemptions of the Act:
 - Deduction under the provisions of Section 10AA (deduction for units in Special Economic Zone);
 - Deduction under clause (iia) of sub-section (1) of Section 32 (Additional depreciation);
 - Deduction under Section 32AD or Section 33AB or Section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund);
 - Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of Section 35 (Expenditure on scientific research);
 - Deduction under Section 35AD or Section 35CCC (Deduction for specified business, agricultural extension project);
 - Deduction under Section 35CCD (Expenditure on skill development);
 - Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA (Deduction in respect of employment of new employees) and 80M (Deduction in respect of certain inter-corporate dividends);
 - No set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above; and
 - No set-off of any loss or allowance for unabsorbed depreciation deemed so under Section 72A, if such loss or depreciation is attributable to any of the deductions referred above.
- c. Where a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available.

2. Foreign tax credit (‘FTC’)

- Provisions of double taxation relief and FTC in India are governed by Sections 90 and 91 under Chapter IX - ‘Double Taxation Relief of the Act read with Rule 128 of Income Tax Rules, 1962.

- Section 90/ section 91 of the Act provides that where a resident taxpayer who has suffered double taxation in respect of his income is eligible to avail relief of taxes paid in foreign country in accordance with the provisions provided under the Act.

3. Deduction in respect of specified expenditure under section 35D of the Act (Public issue expenses)

- In accordance with and subject to the fulfillment of conditions as laid out under section 35D of the IT Act, the Company may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 35D of the Act, subject to the limit specified in section 35D(3) of the Act. The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive assessment years beginning with the assessment year in which the business commences or as the case may be, in the previous year in which the extension of the undertaking is completed or the new unit commences production or operation.

4. Deduction in respect of merger/demerger expenditure – Section 35DD of the Act

- In accordance with and subject to the fulfilment of conditions as laid out under section 35DD of the Act, the company may be entitled to amortize expenditure incurred wholly and exclusively for the purposes of amalgamation or demerger of an undertaking, expenditure as prescribed under section 35DD of the Act.
- The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the amalgamation or demerger takes place.

B. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS

1. Dividend Income

- The Company would be required to deduct tax at source ('TDS') on the dividend paid to the shareholders, at applicable rates. The shareholders would be eligible to claim the credit of such tax in their return of income. In case of non-resident shareholders, the Company is required to deduct TDS on the amount of dividend paid/distributed at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any), subject to eligibility.
- However, as per the provisions of section 194 of the Act, no deduction of tax at source would be required in case of an individual, where dividend is distributed in modes other than cash and the aggregate amount of such dividends distributed during the year by the Company to the shareholder does not exceed INR 5,000.

Further, the provisions of section 194 of the Act shall not apply to such income credited or paid to:

- a) the Life Insurance Corporation of India established under the Life Insurance Corporation Act, 1956 (31 of 1956), in respect of any shares owned by it or in which it has full beneficial interest;
 - b) the General Insurance Corporation of India (hereafter in this proviso referred to as the Corporation) or to any of the four companies (hereafter in this proviso referred to as such company), formed by virtue of the schemes framed under sub-section (1) of section 16 of the General Insurance Business (Nationalisation) Act, 1972 (57 of 1972), in respect of any shares owned by the Corporation or such company or in which the Corporation or such company has full beneficial interest;
 - c) any other insurer in respect of any shares owned by it or in which it has full beneficial interest;
 - d) a "business trust", as defined in clause (13A) of section 2, by a special purpose vehicle referred to in the Explanation to clause (23FC) of section 10; e) any other person as may be notified by the Central Government in the Official Gazette in this behalf.
- Further, in case the shareholder is a domestic company, deduction under Section 80M of the Act would be available on fulfilling the conditions as mentioned above in para A(3).

2. Tax on Capital gains

- As per Section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust shall be taxed at 12.50% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F.No.370142/9/2017- TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied only where such capital gains exceed INR 125,000. Please note that the tax rates are applicable for any transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust which takes place on or after 23 July 2024.
- As per Section 111A of the Act, short-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% subject to fulfilment of prescribed conditions under the Act. Please note that the tax rates are applicable for any transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust which takes place on or after 23 July 2024. 3.

3. Double Taxation Avoidance Agreement benefit

- In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile and fulfillment of other conditions to avail the treaty benefit

Notes:

1. The benefits given above are as per the current tax law as amended by the Finance Act, 2024.

Our comments are based on the major business activities carried out by the Company till June 30, 2025. Any variation in the understanding could require our comments to be suitably modified.

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

3. We note that if the Company opts for concessional income tax rate under section 115BAA of the Act, surcharge shall be levied at the rate of 10% irrespective of the amount of total income.

4. Health and Education Cess @ 4% on the tax and surcharge is payable by all category of taxpayers.

5. Business losses, arising during the year can be set off against the income under any other head of income. Balance business loss can be carried forward and set off against business profits for 8 subsequent years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against any source of income in subsequent years as per provisions of the Act, however, subject to section 115BAA of the Act.

6. Resident as well as non-resident buyers should independently evaluate their obligations to withhold tax on transaction involving sale of shares by the shareholders of the Company in light of the provisions of section 194Q/section 195 and other provisions of the Act.

7. The views expressed in this statement are based on facts and assumptions as indicated in the statement. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

8. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice or validation of position opted by the Company. In view of the individual nature of tax consequences, the changing tax laws, each investor is advised to consult his/her own tax advisor with respect to specific tax implications arising out of their participation in the Proposed IPO.

9. The above Statement covers only certain possible special tax benefits under the Taxation Laws, read with the relevant rules, circulars and notifications applicable as on date and does not cover any benefit under any other law in force in India. This Statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

10. This annexure provides the tax position currently opted by the Company based on filings done by the Company. This do not factor in the proposed/future business model of the Company.

11. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

12. This statement has been prepared solely in connection with the proposed issue under the Companies Act, 2013 and Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended.

For and on behalf of **Sify Infinit Spaces Limited**

Name: Ganesh Sankararaman

Designation: Chief Financial Officer

Place: Chennai

Date: October 16, 2025

ANNEXURE “2” TO THE STATEMENT OF SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the special tax benefits available to the Company, and its Shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017, and respective State Goods and Services Tax Act, 2017 (hereinafter collectively referred to as “GST laws”), the Customs Act, 1962 (“Customs Act”), as amended from time to time and presently in force in India (collectively referred to as “Indirect Tax Laws”).

A. TO THE COMPANY

1. GST related benefits Under the GST laws, if a supply of goods qualifies as an export, the following benefits are available to the supplier:

1.1. Unutilized ITC of GST paid on inward supply can be claimed as refund, or

1.2. IGST paid (if any) on such zero-rated supply can be claimed as refund.

Export of goods under the GST law

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated. On account of zero rating of supplies, the supplier will be entitled to claim Input Tax Credit (ITC) in respect of input and input services used for such supplies and can seek refund of accumulated/ unutilized ITC.

GST law inter-alia allows export of goods at zero rate on fulfilment of certain conditions. Exporters can export goods under Bond / Letter of Undertaking (LUT) without payment of IGST and claim refund of accumulated ITC. There is also an alternative available to export goods with payment of IGST and subsequently claim refund thereof, as per the provisions of Section 54 of CGST Act. We understand that the Company is undertaking exports with payment of tax and is availing refund of IGST paid at the time of export.

B. TO THE SHAREHOLDERS

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

Notes:

1. This Annexure sets out the only the special tax benefits available to the Company and its Shareholders under the GST Laws and relevant rules made thereunder, the Customs Act, 1962 (“Customs Act”), as amended from time to time, presently in force in India.
2. Our comments are based on the major business activities carried out by the Company from till June 30, 2025. Any variation in the understanding could require our comments to be suitably modified.
3. The Company has not claimed any incentive under any State Incentive Policy.
4. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice or validation of position opted by the Company. In view of the individual nature of tax consequences, the changing tax laws, each investor is advised to consult his/her own tax advisor with respect to specific tax implications arising out of their participation in the Proposed IPO.
5. The above Statement covers only certain possible special tax benefits under the Taxation Laws, read with the relevant rules, circulars and notifications applicable as on date and does not cover any benefit under any other law in force in India. This Statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company
6. These comments are based upon the provisions of the specified Indirect Tax Laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.
7. This annexure provides the tax position currently opted by the Company based on GST filings done by the Company. This do not factor in the proposed/future business model of the Company.

8. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

9. This statement has been prepared solely in connection with the proposed issue under the Companies Act, 2013 and Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended.

For and on behalf of **Sify Infinit Spaces Limited**

Name: Ganesh Sankararaman

Designation: Chief Financial Officer

Place: Chennai

Date: October 16, 2025

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Data Center Industry Report” dated October 16, 2025 (the “**ILattice and C&W Report**”), jointly prepared and released by Lattice Technologies Private Limited (“**ILattice**”) and Cushman & Wakefield India (“**C&W**”) and exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated March 31, 2025 and May 13, 2025, respectively. Neither we, nor the BRLMs, nor any other person connected with the Offer has independently verified any third-party statistical, financial and other industry information in the ILattice and C&W Report. The ILattice and C&W Report is available on the website of our Company at the following web-link: www.sifyinfinitspaces.com/ipo in compliance with applicable laws. Unless otherwise indicated, all financial, operational, industry and other related information derived from the ILattice and C&W Report and included herein with respect to any particular year, refers to such information for the relevant financial year. The data included herein includes excerpts from the ILattice and C&W Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. For further details and risks in relation to the ILattice and C&W Report, see “Risk Factors — Internal Risks — 58. Certain sections of this Draft Red Herring Prospectus contain information from the ILattice and C&W Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 67. Also see, “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data” on page 32.*

The ILattice and C&W Report represents research opinions or viewpoints, not representations. The ILattice and C&W Report was paid for and commissioned by our Company. Unless otherwise specifically stated in the ILattice and C&W Report, the ILattice and C&W Report has not been updated or revised since the original publication date of the ILattice and C&W Report. Information used in preparing the ILattice and C&W Report may have been obtained from or through the public, the companies in the ILattice and C&W Report, or third-party sources. To the extent such information includes estimates or forecasts, ILattice and C&W have assumed that such estimates and forecasts have been properly prepared. ILattice and C&W confirm that all information contained in the ILattice and C&W Report has been obtained by us from sources believed by them to be true, correct, fair and reliable.

ILattice and C&W are not legal, tax, financial, or investment advisors, and nothing provided by ILattice or C&W is legal, tax, financial, or investment advice. Nothing ILattice or C&W provide is an offer to sell or a solicitation of an offer to purchase any securities or instruments from any entity. Nothing from ILattice or C&W may be used or relied upon in evaluating the merits of any investment. Do not base any investment decisions, in whole or part, on ILattice or C&W products and/or services, including the ILattice and C&W Report, or ILattice or C&W statements or presentations. The ILattice and C&W Report is not a recommendation to invest in any entity covered in the report and no part of the ILattice and C&W Report shall be construed as expert advice or investment advice or any form of investment banking within the meaning of any law.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, goals, assumptions or future events or performance are not statements of historical fact and may be “forward looking statements.” Forward looking statements are based on expectations, estimates and projections at the time the statements are made that involve a number of risks and uncertainties which could cause actual results or events to differ materially from those presently anticipated. Forward looking statements may be identified through the use of words such as “expects”, “will”, “anticipates”, “estimates”, “believes”, among others, or by statements indicating that certain actions “may”, “could”, or “might” occur. Past results are not necessarily indicative of future performance.

1. Macroeconomic Overview

1.1 Global macroeconomic overview

The global economy has shown resilience despite ongoing geopolitical tensions and tighter financial conditions. With nominal gross domestic product (“**GDP**”) projected to grow steadily from USD 88.0 trillion in calendar year 2019 to USD 144.6 trillion by calendar year 2030, the macroeconomic landscape is evolving rapidly. India stands out as a key growth geography, poised to retain its spot as the fastest-growing major economy, even in calendar year 2030, driven by strong domestic demand and a rising working-age population. In contrast, developed economies like the USA will continue to expand but at a comparatively slower pace, highlighting a shift in global economic momentum towards emerging markets.

1.1.1 Nominal and real GDP in top economies

The global economy is on a steady growth path, driven by technological innovation, rising consumption, and supportive policies across key markets.

- Nominal GDP:** Global nominal GDP expanded from USD88.0 trillion¹ in calendar year 2019 to USD 110.5 trillion in calendar year 2024, growing at a compound annual growth rate (“CAGR”) of 4.7%, and is projected to reach USD 144.6 trillion by calendar year 2030 at a CAGR of 4.6%. India stands out as a clear outperformer. Its nominal GDP grew from USD 2.8 trillion in calendar year 2019 to USD 3.9 trillion in calendar year 2024 at a CAGR of 6.9% and is expected to climb to USD 6.8 trillion by calendar year 2030, implying a robust CAGR of 9.6%. This highlights India’s accelerating momentum relative to global averages.
- Real GDP:** In calendar year 2024, global real GDP increased by 3.3%, despite challenges such as higher interest rates, tighter financial conditions, and geopolitical tensions. India continues to deliver the highest real GDP growth globally, with a 6.5% year-on-year increase in calendar year 2024, a trend projected to continue through calendar year 2030. This sustained growth is supported by strong domestic demand and a favorable demographic dividend.

Global nominal GDP (at current prices) – Top economies
(USD T, CY19-30P)

Top economies		CY19	CY24	CY30P	CAGR CY19-24	CAGR CY24-30P
World		88.0	110.5	144.6	4.7%	4.6%
USA		21.5	29.2	37.2	6.3%	4.1%
China		14.6	18.7	25.8	5.2%	5.5%
India		2.8	3.9	6.8	6.9%	9.6%

Global real GDP growth – Top economies
(Y-o-Y growth %, CY19-30P)

Top economies		CY19	CY24	CY30P
World		2.9%	3.3%	3.1%
USA		2.6%	2.8%	2.1%
China		6.1%	5.0%	3.4%
India		3.9%	6.5%	6.5%

Source(s): International Monetary Fund, I.Lattice analysis

India is set to become the third-largest economy worldwide by calendar year 2030 with nominal GDP projected to reach USD 6.8 trillion – this follows on from India becoming the fourth largest economy in the world during calendar year 2025, surpassing Japan. This growth will be supported by rising domestic demand, robust expansion across key sectors, and increasing private consumption. Indian private consumption expenditure is expected to be driven by a growing working-age population (both male and female) and rising household incomes. India’s GDP growth is underpinned by multiple structural drivers:

- Technological advancements and the digital economy:** Rising internet penetration, 5G expansion and accelerated digital adoption are transforming India’s economic landscape. Sectors such as e-commerce, fintech, and manufacturing are seeing productivity gains, while financial services, healthcare, education, and government services are being digitized for greater inclusion and efficiency. Emerging areas like defense tech, space tech, and TMT (Technology, Media & Telecommunications) are also benefiting from innovation, contributing to GDP growth and global competitiveness.
- Digital transformation driving productivity:** Accelerated tech adoption across sectors is improving operational efficiency, expanding market access, and enhancing service delivery, contributing significantly to GDP growth.
- Technology-led innovation in industries:** The rise of AI, IoT, and cloud technologies is enabling smarter manufacturing, logistics, and services, boosting output, exports, and overall economic competitiveness.
- Population growth and expanding middle class:** India’s growing population and expanding middle class are fueling consumer-driven growth, with the middle class expected to reach 715 million² (61% of the total population) by calendar year 2047, up from approximately 470 million (35% of the total population) in calendar year 2024.
- Rising data usage and device adoption:** Rising digital adoption is evident in data usage, with monthly average per user reaching 27.5 GB in calendar year 2024 and is projected to reach 50 GB by calendar year 2030. Smartphone and device penetration is also accelerating with India expected to ship over 160 million smartphones in calendar year 2025, with overall mobile connections expected to cross 1.2 billion.
- Data processing and consumption growth:** As data generation accelerates, the backend infrastructure for data processing, cloud storage, and analytics is expanding rapidly. This surge in data flow and consumption is enabling more informed decision-making, supporting new digital business models, and contributing to GDP growth through increased efficiency and innovation.

¹ International Monetary Fund
² Report – The Rise of India’s Middle Class

- **Rising consumer spending:** As per the World Economic Forum (WEF), India’s private consumption, which accounts for 57% of GDP, continues to grow, projected to exceed USD 4 trillion by calendar year 2030, driving broader economic expansion.
- **Infrastructure investments:** Government focus on infrastructure, including roads, railways, and urban development, enhances productivity and supports long-term economic growth. In the recent budget, the government has allocated INR 11 trillion towards capital expenditure.
- **Foreign Direct Investment (FDI) and ‘Make in India’:** Strong FDI inflows, supported by initiatives like ‘Make in India’, are boosting industrial growth, employment, and exports, strengthening the economy. Since the inception of ‘Make in India’, the nominal GDP of India has grown from USD 2.0 trillion in Fiscal 2014 to USD 3.9 trillion in Fiscal 2024.

1.1.2 Real GDP growth in Emerging Asia vs other economies

Real global GDP growth is expected to be steady in calendar year 2024 and calendar year 2025. However, regional variations have resulted in stronger growth rates in certain areas compared to other regions. Emerging Asia is expected to maintain the highest growth rate, with its Y-o-Y growth rate at 5.3% in calendar year 2024.

This growth is driven by:

- Robust domestic consumption across most ASEAN countries, underpinned by a growing middle class and rising disposable incomes.
- Large-scale public and private investments in China and India, particularly in infrastructure, technology, and manufacturing.

By contrast, advanced economies are expected to post more moderate growth due to subdued demand, tighter financial conditions, and demographic headwinds. As a result, Emerging Asia will remain the primary engine of global growth through the remainder of the decade.

Real GDP growth – Global economies

(Y-o-Y growth %, CY19-CY30P)

Global economies	CY19	CY20	CY21	CY22	CY23	CY24	CY25E	CY30P
Emerging Asia ¹	5.4%	-0.5%	7.8%	4.7%	6.1%	5.3%	4.5%	4.5%
Emerging Europe ²	2.5%	-1.8%	7.1%	0.5%	3.6%	3.4%	2.1%	2.5%
Euro area ³	1.6%	-6.0%	6.3%	3.5%	0.4%	0.9%	0.8%	1.1%
Latin America and the Caribbean	0.2%	-6.9%	7.4%	4.2%	2.4%	2.4%	2%	2.6%
Major advanced economies (G7)	1.7%	-4.2%	5.8%	2.6%	1.9%	1.7%	1.2%	1.6%
Middle East and Central Asia	1.9%	-2.2%	4.4%	5.5%	2.2%	2.4%	3%	3.7%
Sub-Saharan Africa	3.2%	-1.5%	4.7%	4.1%	3.6%	4%	3.8%	4.5%

Note(s): ¹Emerging Asia includes countries like Bangladesh, Bhutan, China, India, Malaysia, Nepal, Thailand, Vietnam, etc.

²Emerging Europe includes countries like Albania, Belarus, Bulgaria, Hungary, Poland, Romania, Russian Federation, Ukraine, etc.

³Euro area consists of advanced Economies like Germany, France, Italy, Spain, Netherlands, etc. *G7 includes Canada, France, Germany, Italy, Japan, USA and UK

Source(s): International Monetary Fund, I.Lattice analysis

1.2 India macroeconomic overview

India continues to maintain a relatively stable macroeconomic environment, with inflation levels remaining below the global average. Backed by effective policy measures and easing food prices, CPI inflation is on a downward trajectory, reinforcing the country’s economic resilience amid global uncertainties.

1.2.1 Inflation: India vs global

Global inflation rose from 3.5% in calendar year 2019 to 5.7% in calendar year 2024 and is projected to ease to 3.2% in calendar year 2030. Countries heavily reliant on energy imports, such as Germany and the UK, were disproportionately affected by recent supply disruptions, leading to higher inflation levels.

India's CPI inflation rate stood at 4.7% in calendar year 2024 and is expected to decline to 4.2% by calendar year 2025 due to easing food inflation and a favorable base effect from calendar year 2023, when prices spiked due to geopolitical tensions.

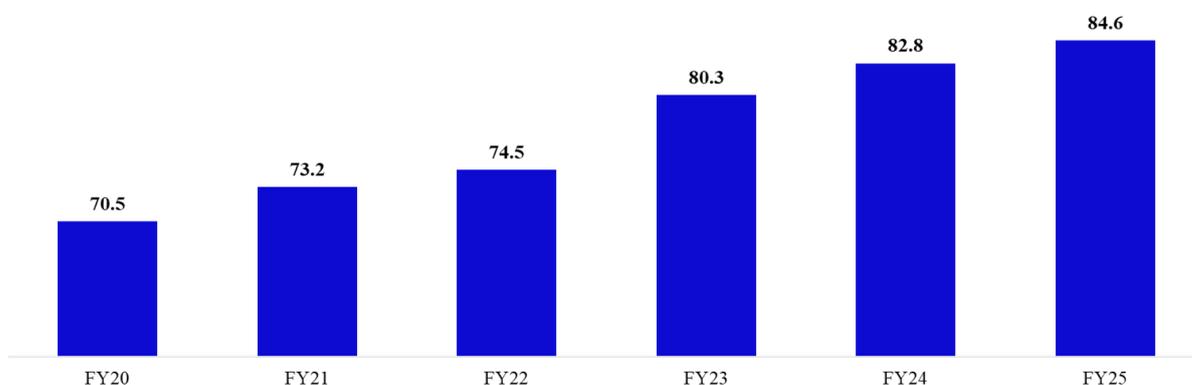
Between calendar year 2020 to calendar year 2023, inflation was driven largely by volatile categories including vegetables, fuel, and commodities such as gold and edible oils. With inflation moderating, the Reserve Bank of India (RBI) reduced the repo rate by 25 basis points in Q1 of calendar year 2025, followed by a further 50 basis point cut in Q2 of calendar year 2025 as CPI inflation rate moved below its 4% target range.

1.2.2 INR vs USD over the years

The Indian rupee has depreciated from INR 70.5 per USD in Fiscal 2020 to INR 84.6 per USD in Fiscal 2025 (exchange rate calculated basis daily average), due to differences in economic growth and stability, shaped by global conditions, foreign capital flows, and domestic fiscal and monetary policies. Fluctuations in the exchange rate are influenced by inflation, interest rates, government policies, and market demand. These movements affect international trade and foreign investments, making the exchange rate crucial for India's economy.

India continues to be the largest recipient of inward remittances, which more than doubled from USD 55.6 billion in Fiscal 2011 to USD 118.7 billion³ in Fiscal 2024. This strong inflow of remittances has helped cushion external shocks, provided stability to the balance of payments, and partially financed the trade deficit.

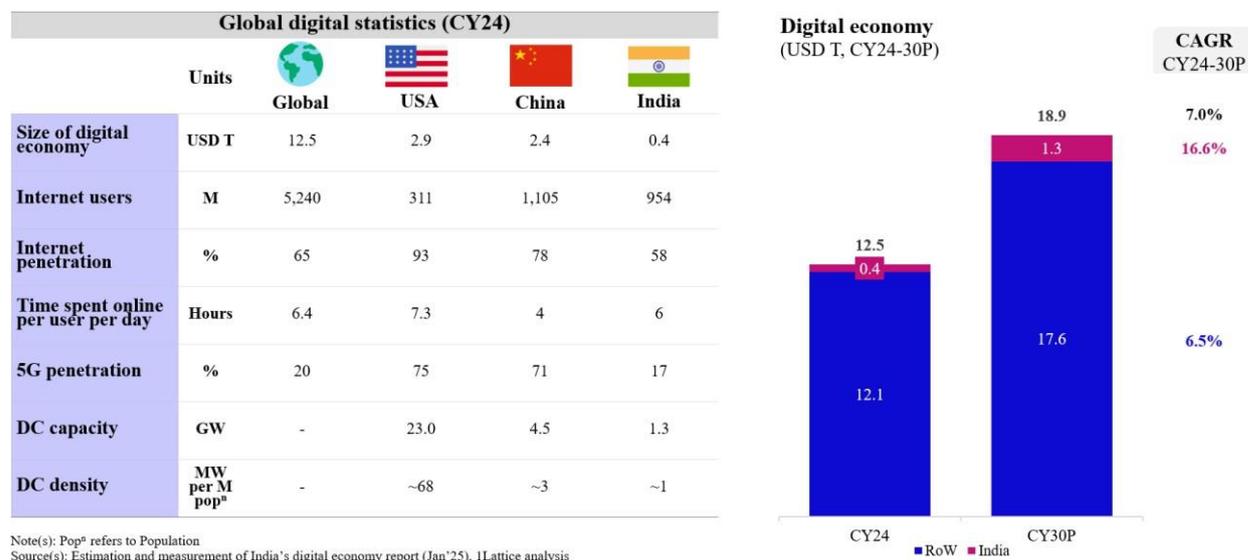
Indian exchange rates – INR equivalent of one US\$
(INR, FY20-25)



Source(s): X-rate Monthly average, 1Lattice analysis

1.3 Digital economy: India vs global

The global digital economy is rapidly expanding, with approximately 5.24 billion⁴ internet users worldwide in calendar year 2024. India already boasts a massive internet user base of 954 million, significantly higher than the USA's 311 million, making it one of the largest online populations globally. One of the major propellers of the rapid digital growth in India has been the low cost of mobile data. The average price of 1 GB of mobile data is USD 0.16 in India, while the world average is USD 2.59. However, with internet penetration at just 58%, compared to over 90% in developed countries like the USA and the UK, there is still substantial room for growth. This gap highlights a major opportunity: as infrastructure improves and digital access expands across rural and underserved regions, millions more Indians are expected to come online. This makes India one of the most promising markets for digital services, content platforms, and tech-driven businesses in the years to come.



The global adoption of 5G technology is still emerging, with penetration at 20% in calendar year 2024. The USA leads with 75% adoption, while India stands at 17%, translating to approximately 250 million subscribers, a significant increase from the approximately 120 million subscribers in calendar year 2023. The global digital economy is currently valued at USD 12.5 trillion. India's digital economy, though still growing, is valued at USD 0.4 trillion. Despite its smaller base, India is poised for faster expansion, with its digital economy expected to grow at a significantly higher CAGR of 16.6% during calendar year 2024 to calendar year 2030, compared to worldwide average of 7.0%. This rapid digital growth is driving growing demand for data generation, processing, and storage, placing data centers at the core of digital infrastructure. As more services move online and data volumes surge, robust, scalable and energy-efficient data centers will be critical in supporting this expansion.

Key catalysts of digital growth globally:

A major catalyst of digital growth worldwide is the accelerating adoption of Artificial Intelligence (AI) and automation technologies. Organizations are leveraging AI for advanced analytics, customer engagement, and hyper-personalized services, significantly increasing demand for cloud computing, data processing and storage infrastructure.

At the same time, automation, is transforming industries by streamlining workflows, reducing manual intervention, and enhancing operational efficiency across routine and repetitive processes. Together, these trends are expanding the digital ecosystem and driving the need for scalable, high-performance digital infrastructure to support next-generation workloads.

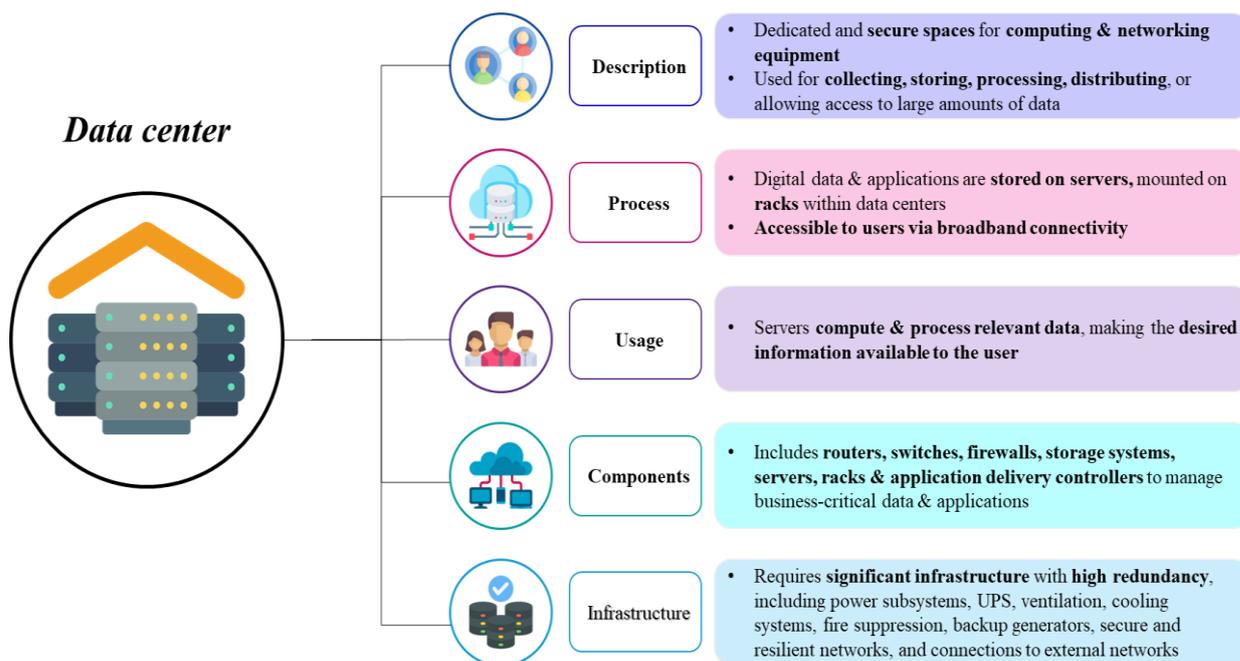
Key catalysts of digital growth in India:

India's digital growth is being propelled by the Indian government's initiatives and policy interventions, creating an ecosystem that is transforming the nation into a global digital powerhouse. A major driver alongside the government push comes from Indian enterprises, which are rapidly digitizing, adopting cloud infrastructure, and investing in enterprise IT systems at scale. To drive this growth, the government has launched key initiatives such as Digital India, BharatNet for rural internet access, DigiLocker for digital document storage, and the IndiaAI Mission to promote artificial intelligence across sectors. Digital India drives massive data generation and digital transactions, increasing the need for scalable and secure data center infrastructure. BharatNet expands internet access to rural areas, leading to higher data traffic and the requirement for distributed, low-latency data centers. DigiLocker relies on secure and compliant data centers to host sensitive digital documents reliably. Meanwhile, the IndiaAI Mission promotes AI adoption that depends heavily on high-performance data centers capable of intensive computing and large-scale data

processing. These programs aim to enhance connectivity, digital literacy, and tech adoption across both urban and rural India, making digital transformation more inclusive and scalable. On the demand side, a big catalyst has been the rise of scalable B2C business models, including e-commerce, fintech, food delivery, and mobility platforms, which are driving mass adoption of digital services and generating vast amounts of consumer data. Another significant driver is the rapid growth of social media content, with platforms like YouTube, Instagram, and short-form video apps contributing to unprecedented levels of data consumption and engagement across the country. Additionally, AI is being rapidly integrated across sectors like healthcare, education, fintech, and e-commerce, driven by a young, tech-savvy population and government support for digital innovation. Trends such as generative AI, AI-powered chatbots, and machine learning-based tools are gaining momentum, not only in urban centers but also in Tier 2 and Tier 3 cities. As internet access expands and digital literacy improves, AI adoption in India is poised to grow exponentially, further accelerating the country's digital transformation.

1.4 What is a data center?

A data center is a specialized facility designed to house computing, storage, and networking equipment. It serves as the physical foundation for digital services, enabling the storage, processing, and transmission of vast volumes of data.



As digital adoption accelerates, through AI, e-commerce, digital payments, social media, streaming and IoT, massive volumes of data are being generated daily. This data needs to be processed, stored, and accessed efficiently, necessitating localized and high-capacity data centers.

1.5 Role of data centers in enabling digital infrastructure across industries

India's data center demand is rapidly increasing, projected to grow at a CAGR of 30.1-35.1% (in IT MW terms) during Fiscal 2025-2030, reflecting the critical role data centers play in the country's digital transformation. By Fiscal 2030, India's data centers, supporting more autonomous and AI-driven applications, will require advanced, always-on infrastructure to enable real-time decision-making and automation at scale. AI-related workloads are expected to start contributing to demand in the next 1-2 years, as the country's AI ecosystem matures. Looking ahead, the adoption of AI and Generative AI is set to emerge as one of the most significant drivers of future data center demand, necessitating specialized and high-density infrastructure.

Rapid digital transformation: The rapid digital transformation across industries is driving massive demand for data centers. Sectors like IT and Telecom, BFSI, streaming, cloud, SaaS, and government digitization rely heavily on advanced data center infrastructure for real-time data processing, low-latency performance, and enhanced security. The rise of AI, Gen AI, and IoT is further accelerating this trend, making data centers essential for scalability, innovation, and efficiency.

Rise of remote work: The rise of remote work, social media, and online gaming is significantly contributing to the need for low-latency, high-bandwidth networks. These use cases demand always-on infrastructure to support real-time communication, content sharing, and immersive user experiences.

IT and Telecom sector: The IT and Telecom sector is at the forefront of data center growth, driven by 5G expansion, cloud adoption, and IoT proliferation. The rollout of 5G networks is generating vast data volumes, requiring low-latency edge data centers for real-time processing. Meanwhile, cloud adoption is pushing companies toward hyperscale

data centers to handle large-scale storage and operations. The growing IoT ecosystem is further amplifying this demand, as businesses seek decentralized data centers to reduce network congestion and enhance real-time analytics.

Social media and gaming: Social media and gaming platforms which are among the largest consumers of data, require highly scalable infrastructure and ultra-low latency to support millions of concurrent users, live streaming, multiplayer interactions, and rapid content delivery.

Rise of AI: The rise of AI and Gen AI is reshaping data center infrastructure needs. AI-driven workloads, such as machine learning and large language models (LLMs), demand GPU-optimized data centers with advanced processing power. Gen AI applications require high-density infrastructure and efficient cooling systems to manage their intense computational needs. Moreover, AI is enhancing data center operations through predictive maintenance and network optimization, boosting reliability and efficiency.

1.5.1 Growth catalysts for data centers

- **Hyperscalers**

Hyperscalers such as AWS, Microsoft, Google and Oracle are at the core of India's data center ecosystem, consuming approximately 55% of Indian data centers' IT MW capacity as of March 31, 2025, powering a wide range of digital services, from enterprise workloads and developer platforms to AI and content delivery. Their growth is driven by:

- Rising cloud adoption among enterprises
- Data localization regulations requiring storage within India
- Expansion of AI-ready and GPU-intensive workloads
- Rapid expansion of digital-native businesses demanding high-scale infrastructure.

By leveraging both self-built and colocation models, hyperscalers enable scalable, high-performance infrastructure while ensuring compliance and operational efficiency. Additionally, as demand for AI-ready and GPU-based setups increases, hyperscalers are expected to play a pivotal role in shaping the next phase of data center development in India. This surge in demand is being met by leading data center operators such as STT, CtrlS, NTT, and SISL, who provide the physical infrastructure backbone for hyperscaler deployments. Hyperscalers and enterprises are increasingly prioritizing ESG factors, especially sustainable energy use and carbon footprint, when selecting data center providers.

- **BFSI (Banking, Financial Services, and Insurance)**

Enterprise end-users, such as BFSI, retail, and media, are major drivers of data center demand. Unlike hyperscalers, they operate in regulated or customer-facing sectors that require secure, scalable infrastructure. These users typically adopt colocation, private, or hybrid cloud setups to manage workloads across on-premise and third-party data centers, BFSI in particular, is one of the largest end-users. The BFSI sector relies on data centers for real-time financial transactions, fraud detection, and data security. With the surge in digital banking, mobile payments, and high-frequency trading, BFSI companies are increasingly investing in hybrid and private cloud infrastructure to ensure data privacy and compliance with evolving regulations. Data centers also enable advanced analytics, AI-driven risk assessments, and improved customer experiences through faster transaction processing and enhanced service availability. India's Unified Payments Interface (UPI) has been a significant driver of this digital transformation, processing a record 18.3 billion⁵ transactions, necessitating robust data center infrastructures to handle the escalating transaction volumes and ensure seamless financial operations. In addition to traditional BFSI, the rise of other fintech players like digital lending platforms, neobanks, insurance tech and investment apps, has significantly contributed to the demand for agile, scalable data infrastructure. These companies depend on real-time data processing, AI/ML algorithms, and secure cloud-native architectures, all of which are supported by robust data centers.

- **Cloud and SaaS providers**

Cloud and SaaS companies are among the largest consumers of data centers, driving demand for multi-cloud and hybrid infrastructures. This demand is being driven by rapid digital transformation across industries, increased enterprise migration to cloud, proliferation of data-intensive applications (such as AI/ML workloads), and the need for agile, scalable IT environments to support evolving business models. The rising complexity of SaaS workloads, coupled with the need for scalability, reliability, and redundancy, is

accelerating the adoption of colocation and hyperscale data centers. Additionally, growing data sovereignty regulations are prompting cloud providers to invest in localized data centers to meet compliance requirements.

- **Manufacturing and automation**

The rise of Industry 4.0, driven by automation, robotics, predictive maintenance, and IoT integration, is reshaping the manufacturing landscape and creating new demand for data centers. Smart factories and digital twins require real-time data ingestion, processing, and feedback loops, all of which are supported by edge and core data center infrastructure.

As manufacturers embrace AI and machine learning for quality control, supply chain optimization, and process automation, the need for high-performance computing infrastructure is expected to grow substantially.

- **Streaming, OTT and social media**

Streaming platforms heavily depend on data centers for low-latency content delivery, real-time analytics, and AI-driven personalization. As global content consumption rises, providers are expanding their data center footprints to reduce buffering and enhance content delivery speed. The adoption of CDNs (Content Delivery Networks) and distributed data centers helps cache content closer to end-users, improving performance and customer satisfaction. In India, this demand is reflected in a large and growing digital audience, with over 547 million⁶ video streamers and 491 million active social media users as of calendar year 2024. Platforms like YouTube, Instagram, Facebook, Netflix, JioHotstar etc., command significant user bases. These trends underscore the critical need for scalable, high-performance data centers to support growing digital consumption.

- **Government push for digital infrastructure**

The Indian government is playing a pivotal role in accelerating data center growth through robust e-governance initiatives, digital transformation in the public sector, and the rollout of smart city projects. The increasing adoption of IoT-based applications, ranging from traffic management and surveillance to public service automation, demands real-time data processing capabilities, making data centers a critical backbone of this transformation. Stricter data localization regulations are further driving investment in secure, domestic data center infrastructure to ensure data sovereignty and regulatory compliance. Notably, India achieved a nationwide rollout of 5G in October 2024, making it one of the fastest countries globally to deploy the technology. Additionally, infrastructure development programs such as BharatNet and the Digital Bharat Nidhi (DBN) (erstwhile - Universal Service Obligation Fund) scheme are expected to not only improve the country's digital infrastructure but also fuel demand for data centers by enabling broader internet access and digital adoption. The DBN is a government initiative aimed at providing telecom and internet connectivity in rural and remote areas by funding infrastructure development through levies collected from telecom operators.

Government policies and initiatives help shape up on-ground industry realities

Central level policies & schemes	Digital India Initiative - Digitally empower citizens and deliver government services online
	BharatNet Project - High-speed broadband for gram panchayats; supports rural data center growth
	National Digital Communications Policy (NDCP) - Universal broadband and rural digital infra to support nationwide connectivity and focus on building strong digital infrastructure, such as data centers, CDNs, and interconnect exchanges
	Telecom Regulatory Authority of India (TRAI) Recommendations, 2022 - Clear guidelines for digital infrastructure like data centers, simplified licensing, infrastructure sharing, and faster approvals to lower entry barriers
	Digital Personal Data Protection (DPDP) Act, 2023 - Mandates local data storage, driving investment in secure, compliant data centers
	Draft Data Center Policy - Incentives, easier approvals, and goal to make India a global data center hub
	Cybersecurity Budget 2025 - INR 1,900+ crore allocation requires advanced security in data centers
Smart Cities Mission - Real-time urban management relies on local data centers	

↓ *State adaptation of policies*

State	Policies promoting digitization	Data center specific policies
State level policies & schemes	Tamil Nadu TNeGA - Umbrella body coordinating multiple e-governance initiatives including eSevai (citizen service centers)	Data Center Policy - Offers incentives like waiver of electricity duty for 5 years, industrial electricity tariffs, stamp duty concessions among others
	Uttar Pradesh e-District - Online delivery of government services like certificates and pensions to citizens at the district level	Data Center Policy - Offers exemption on electricity duty for 10 years, stamp duty exemption on first few transactions & streamlined process for project approvals
	Maharashtra MahaOnline - Digital platform for government services, enhancing governance and public service delivery	IT & ITES Policy - Offers incentives like 100% stamp duty exemption for acquiring land / premises, permanent exemption from electricity duty for both new & existing data center units & power tariff subsidy
	Andhra Pradesh e-Pragati - State-wide enterprise architecture for integrated e-governance	Data Center Policy - Offers incentives like 10% capital subsidy on plant & machinery, 100% stamp duty exemption on first transaction & industrial power tariffs

↓ *Private sector enablement*

On-ground enablers & executors	Private players like CtrlS, Sify, and STT GDC are building data center infrastructure across India
	<ul style="list-style-type: none"> - Guided by policy clarity, incentives, and power availability - Supported by coordinated central and state policies

Source(s): Government of India, PIB, ILLattice analysis

Sector-specific digital drivers:

- **E-Governance:** Platforms like DigiLocker, e-Praamaan, and UMANG facilitate digital delivery of government services, increasing demand for secure data storage and processing
- **Fintech:** Unified Payments Interface (UPI) and Aadhaar-enabled payment systems drive financial inclusion and require robust, compliant data center infrastructure
- **Agritech:** Use of IoT and AI for precision agriculture, demanding real-time analytics and storage
- **Healthcare:** Ayushman Bharat Digital Mission digitizes health records, necessitating secure, scalable data centers

Combined sectoral adoption of digital technologies and government initiatives such as 5G rollout, BharatNet, and data localization policies are strengthening India’s data center ecosystem, enabling rapid digital transformation while ensuring innovation and compliance.

1.6 Data center classification

The data center landscape is rapidly evolving, driven by emerging trends such as AI-powered infrastructure, the expansion of edge computing, and a growing focus on sustainability. Increasing demand for real-time data processing, enhanced security, and energy-efficient operations are reshaping how data centers are designed, operated, and scaled.

Classification by infrastructure design: Data centers are essential infrastructure hubs that support the storage, processing, and distribution of data for businesses and organizations. They are classified into four ratings - Rated 1 to Rated 4, based on their infrastructure design, redundancy, and fault tolerance. Each rating offers varying levels of reliability and resilience, catering to different business needs, from small-scale operations to mission-critical enterprises. TIA-942 Rated 4 certification signifies the highest level of data center certification awarded by TIA, including facilities that are fault-tolerant with redundant systems for capacity components. However, Rated 3 data centers are most widely utilized, including by hyperscalers, due to their redundant systems and cost effectiveness compared to Rated 4 data centers.

Particulars	Rated 1	Rated 2	Rated 3	Rated 4
Infrastructure & design 	Basic infrastructure with a single path for power and cooling	Single power and cooling path with some redundant components	Multiple power and cooling paths (one active at a time)	Fully redundant, dual-powered infrastructure with isolated systems
Redundancy 	No backup systems; failure in any component leads to downtime	Partial redundancy with backup components (N+1 configuration); can handle a single component failure	Concurrently maintainable with full backup (N+1 configuration); operations continue during maintenance	Fully fault-tolerant with dual power and cooling (2N or 2N+1); can withstand multiple failures without service disruption
Availability 	~99.67%	~99.74%	~99.98%	~99.99%
Downtime (annually) 	~29 hours	~22 hours	~2 hours	~0.5 hours
Maintenance 	Requires complete shutdown for maintenance	Basic maintenance possible without complete shutdown	Maintenance performed without service disruption	Continuous operations during maintenance and unplanned incidents
Use case 	<ul style="list-style-type: none"> Small businesses Startups with low data processing needs 	<ul style="list-style-type: none"> Medium-sized businesses with moderate uptime needs 	<ul style="list-style-type: none"> Large enterprises E-commerce Financial institutions 	<ul style="list-style-type: none"> Hyperscale cloud providers Financial services Mission-critical operations

Source(s): TIA. 1Lattice analysis

Classification by ownership and operating model: In addition to traditional enterprise and hyperscale data centers, both telecom companies and colocation providers, are increasingly setting up data centers on a pay-as-you go service or subscription-based model. These data centers offer scalable infrastructure as a service, allowing smaller businesses and startups to access enterprise-grade computing power without significant upfront investment. While company-owned data centers offer high customization, the aforementioned data centers provide flexible, modular solutions ideal for dynamic workloads and growing digital ecosystems.

The evolving data center mix also includes hyperscaler data centers (self-built or built-to-suit) and colocation / telco data centers, which are becoming central to the country's digital infrastructure. While hyperscaler data centers primarily support public cloud services for external customers, captive data centers are dedicated to running the company's own internal workloads and applications. Telco data centers, owned by telecom companies, are increasingly being leveraged for both internal operations like network management, and customer-facing services like cloud or edge computing. In contrast, colocation data centers are shared facilities where multiple businesses rent space for servers and other computing hardware, benefiting from shared infrastructure (power, cooling, security, etc.), leading to reduced capital and operational costs. Unlike captive data centers, colo data centers offer flexibility and cost-efficiency for enterprises that prefer not to build and operate their own data centers. Together, these varied models reflect the increasingly diverse and hybrid nature of India's data infrastructure landscape.

1.6.1 Edge data center classification and characteristics

In contrast to traditional data centers, edge data centers are smaller, typically less than 10 MW (in India), decentralized facilities located closer to end-users or data sources. Their proximity to the network edge significantly reduces latency and enhances real-time data processing. While traditional data centers are classified into Rated 1 to Rated 4, edge data centers typically fall under Rated 1 and Rated 2 due to their compact scale, lower redundancy, and moderate uptime guarantees. However, some advanced edge data centers may meet Rated 3 specifications, offering higher availability for mission-critical edge applications. edge data centers are categorized into micro, regional, on-premise, and mobile based on their size, functionality, and deployment.

Types of edge data centers:

Parameters	Micro EDC	Regional EDC	On-premise EDC	Mobile EDC
 Deployment & infrastructure	Compact, decentralized units deployed close to end-users, typically in small buildings or containers, to minimize latency	Mid-sized data centers located 100–200+ miles from central hubs, ensuring reliable, low-latency connectivity	On-site data centers owned and managed by enterprises for complete control over infrastructure	Portable, modular units for temporary or remote setups, bringing computing and storage closer to users or data sources
 Advantages	Designed for low-latency workloads with easy scalability and deployment in space-constrained areas	Offers high computing power, storage capacity, and reliability to support diverse regional applications	Enables secure, private cloud deployment with full customization to meet specific enterprise needs	Easily transportable and quick to deploy, ideal for dynamic or temporary environments with changing requirements
 Use cases	Real-time traffic updates, instant video surveillance processing, ultra-responsive AR/VR	Large-scale data analytics for deriving business insights	Secure, private cloud environments for healthcare and other sensitive sectors	IoT-based traffic control, public safety, and waste management with low latency

Source(s): Industry articles, I.Lattice analysis

Characteristics of edge data centers:

- **Compact and localized:** Smaller than centralized data centers, designed to serve specific geographic areas efficiently.
- **Close to end-users:** Placed near cell towers, industrial sites, or urban areas to reduce latency and improve response times.
- **Modular and scalable:** Built with a flexible design, allowing easy expansion or downsizing based on demand.
- **Energy efficient:** Uses advanced cooling and power systems to reduce energy consumption, costs, and environmental impact.
- **High-performance hardware:** Equipped with GPUs and FPGAs for real-time data processing, AI, and IoT applications.

With the exponential rise in real-time content consumption through social media, video streaming, and gaming platforms, along with the proliferation of IoT devices across industries, the demand for edge computing has seen a significant surge. Indian data center demand is expected to grow from 1.3 GW in Fiscal 2025 to 4.7 – 5.7 GW in Fiscal 2030; edge data centers share is expected to rise from 5-8% in Fiscal 2025 to 20-25% by Fiscal 2030. These trends necessitate ultra-low latency and localized data processing, making edge data centers increasingly vital for ensuring seamless user experiences and timely decision-making. As data generation at the edge continues to grow, edge data centers are becoming integral to supporting emerging applications that require immediate computing power close to the source.

Moreover, with increasing scale, edge data centers have the potential to evolve into colocation data centers, offering shared infrastructure and services for multiple tenants while maintaining proximity to end-users. edge data centers are expected to move from being peripheral assets to becoming a vital, independent part of the digital infrastructure landscape. hyperscalers will continue to lead in software and services, but the physical infrastructure layer is expected to grow into a strong standalone market. The dominant model is expected to be a hybrid, with hyperscaler services running on infrastructure operated by specialized providers, enabling smooth collaboration and workload distribution between core and edge locations.

1.7 Industry's tailwinds and headwinds

Tailwinds: Generative AI, cloud adoption and 5G rollout are driving rapid evolution and investment in data center infrastructure

The advent of Generative AI is driving demand for high-performance, scalable data center infrastructure. Alongside this, cloud migrations offer flexible and cost-effective IT solutions, while 5G rollout enables faster, low-latency data transfer. The growth of SaaS, IoT, and connected mobility is pushing data centers toward distributed and edge models for real-time processing. Hyperscaler expansions are meeting surging digital needs, and government initiatives continue to incentivize infrastructure development. Additionally, Google and Meta are planning to set up CLS (Cable Landing Station – a facility where undersea fiber optic cables land and connect to terrestrial networks) in India, which is further expected to boost connectivity, reduce latency and drive data center demand. Supportive data policies, like India's Digital Personal Data Protection Act (DPDPA), and increasing financialization through REITs and private

equity are further accelerating investment in the sector. Crucially, the financial fundamentals of the Indian data center market are exceptionally strong. India remains one of the most cost-competitive locations for data center investment in the Asia-Pacific region with capital expenditure at approximately INR 344 million / MW. The business model is characterized by high upfront capital investment followed by stable, long-term, annuity-like revenue, delivering attractive returns for established players. This combination of strong rise in demand and compelling unit economics positions India as a premier global destination for data center investment for the next decade.

Tailwinds			
<p>Advent of generative AI</p>  <ul style="list-style-type: none"> Rise of generative AI demands high-performance computing resources, driving investment in advanced data center infrastructure. By CY30, Gen AI will drive 40% of global AI-ready data center demand Supports AI workloads with GPU/TPU capabilities, high-speed connectivity, and scalable storage Pushes growth in edge computing to enable real-time AI model training and inference closer to the user 	<p>Cloud, SaaS & IoT transformation</p>  <ul style="list-style-type: none"> Cloud-based and SaaS platforms scale seamlessly to meet growing workloads, offering flexibility, security, and faster software deployment Shift from centralized to distributed models due to IoT enables efficient data storage and processing Migrating legacy applications to the cloud reduces total cost of ownership - India's public cloud market is expected to reach USD 17.8B by CY27, growing at 23.4% CAGR 	<p>5G rollout</p>  <ul style="list-style-type: none"> 5G-enabled data centers ensure ultra-low latency and high bandwidth for fast, responsive data transfer Enables data centers to manage numerous simultaneous connections, meeting the growing demand for connected devices & data-intensive applications Supports network slicing, allowing data centers to optimize resources and quality of service for diverse applications 	<p>Hyperscaler expansions/partnerships</p>  <ul style="list-style-type: none"> Hyperscale data centers from global players like Amazon and Google are expanding rapidly to support India's digital economy <ul style="list-style-type: none"> Google is planning to set up CLS in India These centres manage massive data volumes efficiently while ensuring high availability and performance Strong focus on security through encryption, real-time monitoring, and compliance with evolving regulations.
<p>Government push for DC infrastructure</p>  <ul style="list-style-type: none"> Government policies and incentives, such as the National Policy on Software Products, encourages data center industry <ul style="list-style-type: none"> States offer benefits like subsidies Initiatives like data embassies driving data center demand Public-sector initiatives complement private investments, boosted further by digital India and 5G growth Government demand for colocation expected to increase in near future, with focus on 'Built to Suit' (BTS) model 	<p>Data policy & compliance</p>  <ul style="list-style-type: none"> Emerging data privacy laws like India's DPDPA emphasize localization, mandating storage and processing within national borders Regulatory compliance fuels demand for secure, locally operated data centers with high transparency Enterprises are investing in infrastructure that ensures robust encryption, monitoring, and policy-aligned operations 	<p>Connected mobility</p>  <ul style="list-style-type: none"> Smart and autonomous vehicles generate real-time data, necessitating fast and localized data processing Connected mobility ecosystems (e.g., V2X) depend on low-latency infrastructure provided by edge data centers Growth in EVs, ride-sharing, and telematics is accelerating the need for agile, distributed computing networks 	<p>Financialization of data centers</p>  <ul style="list-style-type: none"> Data centers are emerging as a key infrastructure investment class, attracting interest from REITs, private equity, and pension funds Their stable, long-term lease structures and rising data usage make them attractive for yield-focused investors Institutional capital is enabling rapid expansion, innovation, and consolidation in the data center ecosystem

Source(s): IDC, Industry reports, ILattice analysis

Each city presents unique strategic advantages that make them attractive destinations for data center investments:

- Chennai –
 - Strategic coastal location with proximity to subsea cable landing stations
 - Established data center ecosystem and relatively lower real estate costs compared to Mumbai
- Navi Mumbai –
 - Proximity to Mumbai, India's financial hub, ensures strong demand
 - Well-developed infrastructure and access to multiple subsea cables
- Noida –
 - Rapidly growing as data center hub with government incentives and high political visibility due to proximity to national capital
 - Availability of large land parcels and proximity to Delhi for connectivity
- Hyderabad –
 - Emerging IT hub with government support and robust digital infrastructure
 - Competitive real estate costs and growing tech talent pool

Headwinds: Energy concerns and growing emphasis on sustainability pose challenges to data center growth

Chennai, Navi Mumbai, Noida, and Hyderabad have emerged as key data center hubs in India, driven by strategic location advantages, robust demand from enterprises, and strong support infrastructure.

However, these cities face few challenges like energy concerns, sustainability demands, and land acquisition hurdles. Yet, each of these challenges presents a unique opportunity:

- The push for greener, more energy-efficient infrastructure can drive innovation.
- Escalating land costs can catalyze investment in vertical and modular data centers.
- Fiber gaps, especially in cities like Hyderabad, open the door for large-scale digital infrastructure development to enable next-gen connectivity.

Parameters	Navi Mumbai	Chennai	Noida	Hyderabad
 Energy concerns	Grid capacity expansion will be needed to support future demand growth	Power supply infrastructure may require enhancement as demand scales	Energy infrastructure scaling required to accommodate continued expansion	Power infrastructure optimization needed to manage growing demand
 Sustainability concerns	Enhanced water management and renewable integration needed for sustainable operations	Water conservation solutions required to address availability constraints	Sustainable practices implementation needed to balance rapid growth with environmental goals	Resource optimization strategies required to address high consumption levels
 Land availability & acquisition costs	Expanded land availability needed due to zoning constraints and premium pricing	Alternative locations required as industrial areas transition to business districts	Streamlined acquisition processes needed to reduce development timeline delays	Strategic land planning required to meet high demand near urban centers
 Fiber connectivity challenges	Robust fiber infrastructure needed to handle high data traffic and ensure seamless operations	Limited fiber connectivity between cable landing stations and data centers constraining capacity	Regulatory dependencies on telecom providers impacting costs and implementation timelines	Growing demand requiring major fiber infrastructure upgrades for high-speed, low-latency requirements

Source(s): Industry articles, I.Lattice analysis

Additionally, as businesses explore interior regions for edge data center deployments, the lack of elastic, high-speed connectivity in these areas is emerging as a key deterrent to decentralized infrastructure expansion. Players that have developed a strong playbook for land acquisition, delivering power efficiency, strong interconnects, efficient and timely infrastructure delivery and sourcing green power are expected to have a competitive edge.

1.8 Key market themes

1.8.1 Net Zero ambitions shaping data center energy strategies

- **Renewable Energy Certificates**
Renewable Energy Certificates (RECs) are a key instrument that enable data centers to enhance their sustainability credentials. RECs represent the environmental attributes of renewable energy generation, allowing companies to offset their carbon footprint by purchasing certificates equivalent to 1 MWh of renewable electricity. By adopting RECs, data centers can demonstrate their commitment to sustainability, even when operating on mixed-source grids. This approach improves their ESG credentials, making them more attractive to environmentally conscious customers. For instance, Infosys purchases RECs from Indian energy exchanges to cover grid electricity consumption not met by its on-site solar plants and direct power agreements, helping it achieve its renewable energy goals.
- **Exchange traded power**
Exchange traded power is reshaping data centers' energy procurement by offering flexibility and cost efficiency. Through power exchanges, they can access cheap renewable electricity. In India, data centers increasingly use Power Purchase Agreements (PPAs) to secure green energy at competitive rates. This approach optimizes costs and reduces reliance on fossil fuels. For example, Equinix sourced 33 MW of renewable energy from CleanMax for its Mumbai centers. India also offers strong potential for large scale PPAs; for example, Amazon signed deals totaling 379 MW with JSW, CleanMax, and BluPine Energy in 2025.
- **Intra and interstate policies**
India's intra and inter-state power policies significantly influence data centers' energy strategies. Intra-state rules govern power within state borders, with some states like Uttar Pradesh offering incentives for renewable energy use, as seen in its 2021 Data Center Policy. Inter-state policies enable electricity procurement from neighboring states via open access, allowing access to lower tariffs or greener sources. This flexibility lowers operational costs and supports expansion in energy-efficient regions. This policy flexibility is also increasingly pertinent as data center infrastructure requirements evolve in response to emerging high-performance and AI-centric workloads. In this context, supportive intra- and inter-state regulations may play a facilitative role in enabling operators to evaluate locations offering scalable, reliable, and cleaner power sources.

India currently has one of the largest shares of renewable energy in its power grid mix, with renewables accounting for 46% of the total installed power capacity as of calendar year 2023. This significant shift reflects India's ongoing

commitment to a sustainable energy future, making it an attractive market for data centers aiming to achieve net zero operations. SISL's long-term goal of net zero, is an example of growing interest in renewable energy in the Indian data center industry.

1.8.2 Enhancing data center performance with high-speed and sustainable connectivity

With growing demands from AI, IoT, and edge computing, data centers need fast, low-latency connectivity for real-time processing and reliable performance. In India, tech giants are responding with major infrastructure investments. Meta is investing USD 10 billion in a 500 Tbps submarine cable, while Google is launching its USD 400 million Blue-Raman system in India. Fiber-optic networks, 5G, and submarine cables enable ultra-fast communication, boosting agility and reducing downtime.

Beyond speed, improved connectivity supports sustainability by enabling real-time monitoring, energy optimization, and smarter grid use, cutting power waste and inefficiencies. As data centers grow, connectivity upgrades must align with resilience and energy-efficiency goals.

1.8.3 Increasing power requirements on account of GPUs

Graphics Processing Units (GPUs) are now central to modern computing, especially in AI, data analytics, and high-performance computing. Unlike CPUs, GPUs handle massive parallel workloads, making them vital for training large AI models and managing complex data.

India's plan to deploy 18,000 high-end GPU-based facilities (under IndiaAI Mission), announced by the Union IT Minister during early Q4 of Fiscal 2025, will significantly raise power demand in the data center sector. GPUs consume far more power than CPUs, driving the need for stronger power infrastructure.

To support these energy-intensive systems, data centers must invest in reliable power supplies and advanced cooling to prevent overheating. This shift highlights a key trend: growing focus on energy-efficient and sustainable practices. As AI adoption grows, the data center industry will evolve with innovative solutions to meet the rising power needs of GPU-centric operations.

1.8.4 Making data centers AI-ready: infrastructure, efficiency and sustainability

As AI becomes central to business and technology operations, data centers must evolve to support the high computational demands of AI workloads. These require specialized hardware such as NVIDIA H100/H200/GB200 Tensor Core GPUs, AMD Instinct MI300 accelerators, Google TPUs (v4 and v5), and custom ASICs developed for large-scale deep learning and inference tasks. These chips offer massive parallelism, high memory bandwidth, and tensor processing capabilities tailored for training foundation models and running inference at scale. Major data center players such as SISL, CtrlS, and STT GDC India have invested in upgrading their infrastructure to support AI workloads.

AI workloads are expected to increase rack density extensively (from a global average of 12 kW per rack in calendar year 2024), often requiring power-dense setups ranging from 80–120 kW per rack for training Large Language Models (LLMs) and 10–20 kW per rack for inference. This surge in density necessitates advanced power and thermal management systems.

To manage the heat produced by densely packed AI clusters, advanced cooling technologies like liquid cooling, rear door heat exchangers (RDHx), and immersion cooling are being adopted over traditional air cooling. These systems not only prevent thermal throttling (a process where a processor reduces its performance to avoid overheating) but also improve energy efficiency in AI-dense environments.

Scalability is another critical requirement where data centers need low-latency, high-throughput networking solutions to enable rapid communication between thousands of GPUs in distributed training setups. Efficient orchestration platforms like Kubernetes with AI-specific extensions help schedule workloads dynamically and optimize resource usage.

On the sustainability front, powering AI infrastructure with renewable energy sources and implementing AI-driven energy optimization tools can significantly lower the carbon footprint. AI itself is being leveraged within data centers for predictive maintenance, dynamic workload scheduling, and real-time cooling control, making the infrastructure not just AI-capable (able to run AI workloads) but also AI-enhanced (using AI to improve its own efficiency and performance).

2. Data center operational aspects

A data center is a purpose-built facility designed to host critical IT infrastructure including servers, storage systems, racks, and networking equipment enabling secure data processing, storage, and connectivity for enterprises and digital platforms. Constructing a data center involves specialized design considerations including high load-bearing floors, raised flooring for cable management, precision cooling systems, fire suppression, and robust power backup

mechanisms (e.g., DG sets, UPS, and dual power feeds). It must also meet stringent security, redundancy, and uptime standards.

Operationally, data centers require 24/7 power, monitoring, skilled facility and IT staff, energy optimization strategies (like hot/cold aisle containment), strict SLAs, and compliance with global standards. Seamless integration between physical infrastructure and digital controls is also key to ensuring reliability, efficiency and scalability.

2.1 Execution and operational aspects

The execution and operation of data centers is shaped not only by internal technical requirements but also by broader macro-environmental factors such as regulatory frameworks, power infrastructure, real estate availability and climate conditions. These external dynamics influence site selection, construction timelines, and long-term operational sustainability. In terms of operational aspects, cooling and power are tightly interlinked, with efficiency gains hinging on the alignment of thermal management strategies and energy consumption. From a construction standpoint, successful execution requires meticulous coordination across civil, electrical, and mechanical works ensuring scalable design, rapid deployment and compliance with safety and industry standards. This section delves into all operational and construction aspects of setting up a data center.

2.1.1 Suitability assessment for data centers

A suitability assessment helps in successful implementation of data centers, as it underpins operational efficiency, safety, scalability, and overall cost-effectiveness. Choosing a location with minimal exposure to natural hazards, consistent power supply, robust fiber connectivity and sufficient water availability is essential to ensure seamless operations and effective cooling.

It is important to note that the parameters provided are directional and indicative in nature and are not to be completely interpreted as recommendations for establishing data centers.

Parameters for Data Center Suitability

Sl. No.	Parameter	Importance for data center development	Ideal condition for operators	Location considerations
1.	Power and reliability	Reliable and redundant power forms the foundation of uninterrupted data center operations and sustained uptime.	An ideal data center should have continuous 24x7 dual-feed power availability ⁷ , UPS systems with at least 10–15 minutes of full load runtime before switchback and two diverse utility feeds ⁸ .	Power is critical to data centers and location specific with tariffs and incentives varying across Indian states. Cities like Mumbai, Delhi-Noida, and Chennai consistently deliver excellent uptime, backed by strong grid reliability and diverse power pathways. ⁹
2.	Cooling and environmental control	Optimal cooling and precise environmental control ensure energy efficiency, equipment longevity, and overall operational stability of data centers.	Data centers should have cooling infrastructure designed to handle ambient temperatures up to 50°C, maintain indoor humidity levels between 45–55%, use at least MERV 13 air filters, and employ full hot aisle/cold aisle containment with CRAC unit redundancy (N+1) ¹⁰ and aim to reduce the Power Use Effectiveness (PUE)	Not a location specific parameter. PUE will depend on the design and technology for respective data center developments.
3.	Water and fire protection	Efficient water usage and advanced fire protection systems are essential for sustainability, equipment safety, and disaster risk management.	Water usage efficiency should be kept below 1.5 liters per kilowatt-hour ¹¹ , all critical areas must have robust waterproofing, and clean agent fire suppression systems should be deployed.	Not a location specific parameter. Fire safety depends upon fire suppression systems deployed at respective data centers.
4.	Fiber connectivity	Structured cabling systems and resilient network connectivity ensure high performance, low	Access to 2–6 different telecom carriers (fiber network) onsite is essential. Data centers must	Fiber connectivity, along with robust network infrastructure, determines a data center's

7 Data Foundry - Dual power feeds report

8 Schneider - Design considerations for the deployment of UPS systems in data centers

9 Uptime Institute Issued Awards

10 ASHRAE - Filtration and Disinfection FAQ

11 Dgtl Infra - Data Center Water Usage: A Comprehensive Guide

Sl. No.	Parameter	Importance for data center development	Ideal condition for operators	Location considerations
		latency, and seamless scalability for data centers.	adopt star topology for cabling, use a minimum of Cat 6A copper cabling and OM4 fiber optics ¹² , ensure copper cable lengths do not exceed 100 meters, maintain grounding resistance below 5 ohms.	reliability, latency, and downtime. Coastal cities such as Mumbai and Chennai have well-established submarine cables and high fiber density, enhancing connectivity both globally and domestically.
5.	Physical and cybersecurity	Multi-layered physical security and robust cybersecurity frameworks are critical to protect data center assets from both physical breaches and cyber threats.	An ideal facility should implement at least 6 layers of physical security, maintain 24x7 CCTV surveillance, enforce biometric access controls, and comply with ISO 27001 standards while adopting a Zero Trust security architecture ¹³ .	Not a location specific parameter. Security depends on the design, technology and controls deployed at respective data centers.
6.	Compliance, data sovereignty and certification	Compliance with global standards and Indian data sovereignty laws builds customer trust and ensures legal operational continuity.	Data centers must be certified for ISO 27001 (Information Security), ISO 20000-1 (Service Management), and ISO 9001 (Quality Management). It should also be MeitY empaneled for at least five years and guarantee 100% data residency within India. ¹⁴	Mumbai's ecosystem has the highest MeitY empanelment, followed by Delhi-Noida and Pune clusters ¹⁵ .
7.	Growth, scalability and future-proofing	Modular and scalable data center designs enable businesses to expand efficiently without costly downtime or migration challenges.	Facilities must allow for 20–30% future space expansion, provision of additional racks in coming years, maintain clear ceiling heights of at least 3.6 meters ¹⁶ , and use raised floors between for flexibility.	Not only a location specific parameter. Scalability and future proofing will depend on the space availability, design and technology deployed at respective data centers.
8.	Sustainability and green certifications	Green-certified, energy-efficient data centers support ESG goals, reduce carbon footprints, and appeal to environmentally conscious enterprises.	By 2030, data centers must use 50% or more renewable energy and aim for top-tier green certifications like IGBC Platinum or LEED Gold/Platinum ratings ¹⁷ .	Not a location specific parameter. Certifications are based on the design and technical specifications of respective data center developments.
9.	Infrastructure and workspace amenities	High-quality infrastructure and staff-friendly amenities improve operational resilience, staff efficiency, and customer satisfaction.	An ideal setup should offer ≥99.995% uptime through robust SLAs, plan for Racks and Server refreshes every 3–5 years, maintain at least 48 hours of onsite diesel fuel for backup generators, and provide secure, modular workspaces with UPS-backed power ¹⁸ .	Not a location specific parameter.
10.	Containment and Airflow Management	Efficient airflow management reduces cooling energy costs, extends equipment life, and maintains optimal environmental conditions.	Full hot aisle/cold aisle containment must be implemented, supported by computational fluid dynamics (CFD) modelling to optimize airflow patterns and minimize cooling inefficiencies ¹⁹ .	Not a location specific parameter. It will depend on the design and technical specifications of respective data center developments.

12 Hubbell -Cable product guide report

13 STL partners - Data Center Security: Key Principles and Best Practices

14 Tata communications – Meity cloud solutions

15 Meity Ambud official webpage

16 TIA-942 (Telecommunications Infrastructure Standard for Data Centers) and BICSI-002 (Data Center Design and Implementation Best Practices)

17 UNFCC - India's Updated First Nationally Determined Contribution Under Paris Agreement

18 Hewlett Packard Enterprise – Data Center Tiers

19 MDPI - A Comparative CFD Study of Two Air Distribution Systems with Hot Aisle Containment in High-Density Data Centers Report

* Note - India has committed to achieving 50% of its energy requirements from renewable sources by 2030 as part of its climate goals under the Paris Agreement. This national target directly influences energy-intensive sectors like data centers, encouraging them to transition towards renewable energy to align with the country's sustainability objectives.

2.1.2 Assessing India's macro environment for data center

The macro environment significantly influences the establishment and operation of data centers. Key factors include proximity to fiber optic networks, political and economic stability, talent availability, and security. This section examines these factors in context of India and offers enhanced insights into major Indian cities and states where the SISL's portfolio is concentrated: Mumbai, Delhi-Noida, Chennai, Bengaluru, Hyderabad, and Kolkata.

2.1.2.1 Key factors influencing data center expansion in India

A. Proximity to fiber optic networks and global connectivity

India's strategic location at the heart of the Indian Ocean region, booming digital economy, and evolving submarine cable landscape are converging to position the country as a major global node in fiber optic connectivity—an essential backbone for data center infrastructure and the digital economy at large. As of February 2025, Telegeography reported 570 in-service submarine cables across the globe. These cables are estimated to carry over 97% of the world's internet traffic (with the remaining 3% being serviced by satellites), cable transmission capacity is in terabits with low latency (low delay) while that of satellites is in 1,000 megabits with higher latency (higher delay). Digital transformation of global economy with associated technologies such as 5G or 6G facilitated Internet of Things (IoT) and increasing use of Artificial Intelligence (AI) and quantum computing point to an exponential rise in data movements across the globe. India's proximity to this vast and rapidly expanding network significantly strengthens its appeal as a regional and global data hub. No nation other than India is better situated by demography and geography to be a leading data hub as it boasts one of the youngest, largest and fastest growing digital markets.²⁰

B. India's submarine cable footprint: (current landscape)

International subsea cables: India hosts 17 international subsea cables (SEACOM and MENA counted separately) terminating at 14 cable landing stations located in five coastal cities—Mumbai, Chennai, Kochi, Tuticorin, and Trivandrum. These stations are operated by leading telecom and tech players including Tata Communications, Bharti Airtel, Reliance Jio, Global Cloud eXchange (formerly Reliance Globalcom), Sify, BSNL, and Vodafone. Mumbai alone accounts for 9 of 14 landings, reinforcing its position as a gateway to global digital networks. Subsea cables facilitate the efficient movement of data by providing high speed data, more capacity connections, to enable seamless transfer and reduce the risk of disruptions. These subsea cables terminate at the cable stations and provides seamless data transfer for the data centers in these regions. This creates an opportunity for data center infrastructure development by large scale providers in these regions.

International bandwidth available: The total international bandwidth available and used for India as of 2021 stood at 124 Tbps and 84 Tbps, respectively.²¹ These cables had a total capacity of 138.606 Tbps, with 111.111 Tbps activated, as of the end of 2022.²² Whereas in March 2025, Mr. Anil Kumar Lahoti, Chairman of the Telecom Regulatory Authority of India (TRAI) stated, “As of the end of 2024, the total lit capacity and activated capacity of India's subsea cable systems stood at 193 Tbps and 148 Tbps, respectively”, at the 1st International Subsea Cable Systems Conference. This underscores India's expanding role as a digital gateway in the region, with significant investments aimed at enhancing global connectivity and bandwidth availability. It is also indicative of the soaring demand, driven by the explosive growth in data consumption, 5G rollout, and cloud services expansion. The Indian market is fast evolving, and several new cables are coming into operation in the next few years with additional coastal cities for landings.

C. India's connectivity demand trajectory and infrastructure growth

India's international bandwidth demand is projected to grow 10-fold by 2028, reflecting a 38% CAGR.²³ This surge is fueled by 4 major drivers:

1. Greater investment in data centers, driven by India's market potential.
2. The rapid growth in smart phones and data usage.

20 Observer Research Foundation (ORF) – “India at the Centre of the Indian Ocean Submarine Cable Network: Trusted Connectivity in Practice.” April 2023

21 Observer Research Foundation (ORF)

22 Submarine Cable Networks (information extracted as of April 2025)

23 Observer Research Foundation (ORF) – “India at the Centre of the Indian Ocean Submarine Cable Network: Trusted Connectivity in Practice.” April 2023

3. Augmented global connectivity by new cables facilitating improved connectivity at lower costs catalyzing a positive loop for greater demand.
4. An improved regulatory environment for locating data centers and submarine cables.

NLD (National Long Distance) service refers to the telecommunications service that enables long-distance voice and data communication between different telecom circles or regions. NLD networks are essential for interconnecting data centers across cities, facilitating high-speed and high-capacity data transmission and therefore ensuring low-latency, reliable backbone connectivity. NLD licenses are issued by the Department of Telecommunications (DoT), and licensed players build fiber infrastructure to serve both telecom and data center needs. RailTel is a prominent NLD service provider in India, offering services over its own network.

D. Favorable regulatory framework

India’s regulatory environment for submarine cable infrastructure is governed by a structured telecom licensing regime, which is split between the **Telecom Regulatory Authority of India (TRAI)** and the **Department of Telecommunications (DoT)** under the Ministry of Communications.

ILD licensing requirement: Entities laying submarine cables in India’s Territorial Waters must obtain an International Long Distance (ILD) License from the DoT. Licensed operators (ILDOS) are authorized to establish Cable Landing Stations (CLS) and facilitate cable landings as per TRAI regulations.

TRAI’s new recommendations – 2023 Update: In 2023, TRAI released its recommendations on the licensing framework and regulatory mechanism to amend the existing system of permits and ease the rules of setting up CLS in India. As of June 19, 2023, TRAI proposed a two-tier CLS classification to enhance network flexibility, redundancy, and regional access. Primary facilities where submarine cables directly land on Indian shores and secondary extensions of main CLS or CLS Points of Presence (CLS-PoPs), allowing for regional interconnectivity and wider domestic dispersion. This regulatory move is intended to decentralize cable landing access, reduce latency in underserved regions, and promote carrier-neutral infrastructure, making India a more attractive hub for global internet and data traffic.

Separately, there is a category of Open Cable Landing Stations (OCLS) which are established by non-telecom providers and are neutral in nature and not bound to their international partners.

2.1.2.2 Policy level interventions for data centers and their implications on data center growth

As India positions itself to become a global data hub, robust policy frameworks and targeted regulatory interventions have emerged as essential enablers of data centers growth. The evolution of India’s policy environment—from the strategic vision of the National Digital Communications Policy (NDCP), 2018 to the detailed operational guidelines proposed by the TRAI in 2022 which are mentioned previously in the document.

Implications of National Digital Communications Policy (NDCP), 2018 on data center growth

Indian Data Center Policy - Phases

Mission	Implications on data center growth
Mission I: Creating a robust digital communications infrastructure	<ul style="list-style-type: none"> • High-capacity fiber connectivity for data center interlinking (especially hyperscale campuses) • Cost-efficiency in rollouts through shared infrastructure models • Simplification of Right of Way (RoW) for faster deployment
Mission II: Propel India: Enabling next-generation technologies and services	<ul style="list-style-type: none"> • Incentivize data center infrastructure through regulatory and financial measures • Position India as a preferred location for hyperscale and regional cloud campuses • Attract FDI in data hosting, especially for international workloads • Promote edge computing zones, vital for latency-sensitive AI/IoT workloads
Mission III: Secure India: Ensuring sovereignty, safety, and trust	<ul style="list-style-type: none"> • India’s data localization mandates, increasing domestic hosting demand • Enhanced trust for global clients seeking secure and sovereign data storage • National capability-building in cyber risk management for mission-critical infrastructure

Source: Press Information Bureau

Implications of TRAI facilitating and incentivizing the establishment of data centers and data center parks

The Telecom Regulatory Authority has analyzed the fiscal and non-fiscal incentives being extended for promotion of the data center sector in the states and has noted that there is disparity in the quantum of incentives offered by the states.

To boost data centers in India, the regulatory framework includes recommendations for facilitating and incentivizing establishment of data centers and data center parks.²⁴ Authority has recommended to bring out Data Centers Incentivization Scheme (DCIS) for establishing data centers and data centers parks. DCIS will have the following two list of incentives:

- a. Certain center-specific fiscal and non-fiscal incentives that can be extended only by the Central Government.
- b. The other comes in the form of a guideline to the states, allowing them the flexibility to announce fiscal incentives through their own policies.

2.1.2.3 Approvals required for establishing a data center²⁵

Once the land-related documents such as land records, revenue records, lease agreements, encumbrance certificates etc. are in place, a new data center requires close to 30 approvals/permissions from central and different state government departments before it can start its operations. These approvals required to establish a data center facility may have some variations in different states. As an illustration, the clearances required to build data center in Chennai are provided in the table below:

Clearances required to build a data centers in Chennai

Sr. no.	Clearance	Authority	Under single window
Statutory approvals: pre-construction stage			
1.	Land Related approvals	Land records, revenue records, lease agreements, encumbrance certificates (Govt. of Tamil Nadu)	No
2.	Environmental Clearance	Ministry of Environment, Forest and Climate Change (MoEFCC)	No
3.	Consent to Establishment	Metropolitan Development Authority and Central Pollution Control Board (CPCB)	Yes
4.	Provisional Fire No Objection Certificate (NOC)	State Fire and Rescue Services/ National Fire Protection Association (NFPA)	Yes
5.	Storm Water Permits	State Pollution Control Board	Yes
6.	Sewage Discharge Approval	Respective district planning/local authorities	Yes
7.	Tree Cutting NOC	Central Pollution Control Board (CPCB): Forest Department	No
8.	Drainage/ Garden NOC	Metro Water Supply and Sewage Board	Yes
9.	Building Permit/ Approvals	Metropolitan Development Authority	Yes
10.	Commencement Certificate	MMDA or CMDA or Local planning Authority	Yes
11.	Telecom	Service provider/ Controller of Communication Accounts of State	No
12.	Water Supply	Metro Water Supply and Sewage Board	Yes
13.	Power Connection Feasibility, Design and Sanction	State Electricity Board	Yes
14.	Traffic Approval NOC	Commissioner of Traffic	No
15.	NOC for High-rise Structure	Airport Authority of India (AAI)	No
Pre-construction stage compliance			
16.	Registration with DIC	Directory of Industry (DIC)	No
17.	Registration IEM	Ministry of Commerce	No
Statutory approvals: during construction stage			
18.	220kV Power connection cable laying from substation to project premises	State Electricity Board	Yes

²⁴ Telecom Regulatory Authority of India (TRAI), 2022

²⁵ Telecom Regulatory Authority of India (TRAI), 2022

Sr. no.	Clearance	Authority	Under single window
Statutory approvals: pre-construction stage			
19.	220kV Power Connection Substation Testing and Charging	State Electricity Board	Yes
20.	Form V Approval- Labor	Labor Department: State Government	Yes
21.	Plinth Checking Certification	Metropolitan Development Authority	Yes
22.	Electricity Safety License	Central Electricity Authority (CEA)/ Chief Electrical Inspector to Government (CEIG)/ Public Works Department (PWD)	
23.	Elevator Permits and Certifications: Safety License	Central Electricity Authority (CEA)/ Chief Electrical Inspector to Government (CEIG)/ Public Works Department (PWD): Electrical Inspector	
24.	Diesel Generator System Approval	CEIG/ State PCB/ PWD- Electrical Inspector	No
25.	High Speed Diesel License	Petroleum and Explosives Safety Organization (PESO)/ Chief Controller of Explosives Department (CCOE)/ PWD: Electrical Inspector	No
Statutory approvals: post-construction stage			
26.	Lift Operating Licenses	Public Welfare Department: State Government: Lift Inspector	Yes
27.	Occupancy Certificate	Metropolitan Development Authority Fire Department	Yes
28.	Completion Certificate	Metropolitan Development Authority	Yes
29.	Consent to Operate Certificate	Central Pollution Control Board (CPCB)	No
Statutory approvals: fire and explosive			
30.	Preliminary Explosive License for HSD	Petroleum and Explosives Safety Organization (PESO)	No
31.	Final Explosive License for HSD	Chief Controller of Explosives Department (CCOE)	No

Source: Telecom Regulatory Authority of India (TRAI), 2022

2.1.2.4 Security considerations for Indian data centers

As India cements its position as a digital hub with increasing investments in data infrastructure, the security of data centers emerges as a cornerstone of national digital resilience. With data now widely regarded as a strategic asset, ensuring the integrity, confidentiality, and availability of stored and processed data has become non-negotiable. Security threats to Indian data centers are multi-faceted ranging from cyberattacks and physical intrusions to broader geopolitical tensions and socio-political disturbances.

Key threat categories:²⁶ Indian data centers face a similar threat landscape to global peers, with some localized nuances:

Threat category		Description
1.	Cyberattacks	Distributed Denial of Service (DDoS), malware, phishing, and SQL injections target both enterprises and government-run data centers.
2.	Physical security risks	With the rapid growth of colocation facilities in key urban hubs such as Mumbai, Chennai, Delhi NCR, Hyderabad, Pune and Kolkata, ensuring robust physical access control has become critical. Stringent measures are required to safeguard infrastructure, protect customer data, and maintain compliance with industry security standards.
3.	Insider threats	This remains a top concern, especially with high staff turnover or lack of strict access protocols.
4.	Environmental hazards	Earthquakes, floods, and hurricanes damage infrastructure, disrupt power supply, and lead to data loss. Power outages and equipment failure, including unexpected power losses or failures in cooling systems are other environmental hazards that cause hardware damage and data loss.

Threat category		Description
5.	Regulatory risks	Non-compliance with India’s Digital Personal Data Protection Act, 2023 , or sector-specific norms (e.g., RBI guidelines for BFSI) can result in heavy penalties.
6.	Supply chain attacks	As India ramps up domestic electronics manufacturing (Make in India), risks around imported hardware/software persist.
7.	Advanced Persistent Threat (APT)	Stealthy, long-term cyberattacks by nation-states or skilled actors, aimed at extracting sensitive data over time. They exploit vulnerabilities slowly, making detection difficult. Defense requires AI-based anomaly detection, real-time monitoring, and rapid incident response.

2.1.2.5 Best practices for data centers security (India Context)²⁷

To safeguard critical infrastructure and ensure seamless operations, Indian data centers must adopt robust security strategies that address local risks, compliance needs, and operational realities.

- **Conduct regular security audits:** Engage third-party experts or the Indian Computer Emergency Response Team (CERT-In) empaneled auditors to assess vulnerabilities and align with evolving cyber threat landscapes.
- **Enforce strict access controls:** Use Multi-Factor Authentication (MFA), biometric verification (Aadhaar integration where applicable), and role-based access to limit personnel entry.
- **Strengthen physical security:** Deploy perimeter fencing, 24/7 security guards, CCTV surveillance, and tamper-proof locks, especially critical in remote or Tier-2/3 city locations.
- **Harden network infrastructure:** Implement firewalls, intrusion detection and prevention systems (IDPS), and VPNs. Regularly patch systems and segment networks to reduce attack surfaces.
- **Encrypt and back up critical data:** Apply Advanced Encryption Standard AES-256 encryption for data at rest and in transit. Ensure frequent, automated backups, preferably stored off-site or on secure cloud platforms.
- **Train workforce regularly:** Conduct cybersecurity awareness workshops to tackle phishing, social engineering, and insider threats, which are common in low digital literacy environments.
- **Develop an incident response plan:** Have a localized, actionable plan mapped to CERT-In protocols, ensuring quick containment, forensic readiness, and service restoration.
- **Monitor in real-time:** Use security software for continuous monitoring and have a system for rapid threat response.
- **Ensure regulatory compliance:** Stay aligned with ISO 27001, MeitY guidelines, RBI IT frameworks (for BFSI), and data protection laws such as the Digital Personal Data Protection Act (DPDPA 2023).
- **Optimize for environmental resilience:** Equip facilities with dual power supply, UPS systems, and efficient HVAC. Factoring in climate risks, such as floods, heatwaves, earthquakes, especially in high-risk zones.

2.1.2.6 Talent availability and human resources in India²⁸

Evolving talent landscape for data centers- In data centers, major talent required is in Construction, Operations and Maintenance, Safety and Security, Admin/HR etc. In India there is plenty of experienced and re-skilable talent in all these categories. As per the Economic Times, within the construction industry over 14 million skilled employees are employed. India has established itself as a major technology hub, offering a robust pool of experienced talent and deep technical expertise.

India’s emergence as a global digital powerhouse is increasingly being driven by its deep pool of technology talent. With the exponential growth in AI, cloud computing, cybersecurity, and data science requirements, the data center industry, traditionally focused on physical infrastructure, is now evolving towards a highly digital, AI-ready operational model. The availability of relevant talents in AI is critical as data centers are increasingly integrating AI-based predictive maintenance, energy management, security systems, and workload optimizations. According to the India Skills Report 2025, over 0.41 million AI-ready professionals were available in India as of 2023, and this number

27

Adopted from “Splunk Blog on Data Center Security, 2024”

28

BCG-Nasscom report on AI Powered Tech Services Report - Published on February 2024

is expected to grow to 1 million by 2026.²⁹ Moreover, India’s median workforce age of 32 years positions it uniquely to meet global digital and data center demands.³⁰

As India positions itself as a key node in the global digital infrastructure network, the availability of AI-skilled talent has become one of its strongest differentiators. With a well-established technology services sector, growing emphasis on upskilling, and increasing global reliance on offshore delivery models, the country offers a deep and expanding talent pool well-suited to meet the evolving demands of AI-led industries, including data centers and digital ecosystem players.

2.1.3 Cooling and power correlations and criticality for data centers

In data centers, cooling and power systems are closely linked, as IT power usage directly impacts cooling demand. Efficient, integrated design ensures optimal energy use, lowers costs, and supports sustainability. As server densities rise, coordinated cooling power strategies are essential for maintaining performance and reliability.

2.1.3.1 Heating, ventilation, and air conditioning (HVAC) cooling systems for data centers

HVAC systems play a vital role in data centers by regulating temperature and humidity levels to ensure efficient functioning of IT equipment and prevent overheating. The following are the types of HVAC systems used for data centers:

- **Computer Room Air Conditioning (CRAC) units:** Use refrigerants and compressors to cool air in a closed loop, circulating chilled air through raised floors.
- **Computer Room Air Handler (CRAH) units:** Use chilled water from external chillers to cool air, adjusting airflow based on temperature and humidity for efficient performance.
- **Precision Air Conditioning (PAC) units:** Precision Air Conditioning units provide accurate, energy-efficient climate control tailored for the thermal demands of data centers.
- **In-row cooling:** Places cooling units between server racks for targeted, efficient cooling, ideal for high-density setups.
- **Evaporative cooling:** Uses water evaporation to cool air, offering sustainable cooling in dry or moderate climates.
- **Hot/Cold Aisle Containment (HACA):** Enhances cooling efficiency by isolating hot and cold airflows through strategic rack alignment. Cold aisle containment encloses the cold air to ensure direct delivery to servers, while hot aisle containment captures and redirects hot exhaust air to cooling units. This segregation reduces thermal mixing, enhances airflow management, and supports more efficient cooling, especially in high-density setups, ultimately lowering energy use and improving equipment reliability.

Efficiency of different HVAC based cooling systems

Technology	Cooling efficiency	Deployment time	Energy consumption	CapEx/OpEx	Scalability	Sustainability	Probable use case
CRAC	Moderate (COP approx. 2.5-3)	Short	High (PUE approx. 1.8-2.0)	Medium/High	Easy to scale	Low	Traditional data centers with moderate heat load and raised flooring
CRAH	Higher than CRAC (COP approx. 4-6)	Moderate	Lower than CRAC	Higher upfront	Moderate	Moderate	Large enterprise data center using centralized chillers
PAC (Precision air conditioning)	High precision, moderate	Short	Moderate	Medium	Good	Low	Most modern data centers to optimize cooling

²⁹ The Power of AI and Automation in Skills Mobility, India Skills Report 2025, p. 19
³⁰ The Dynamics of Global Talent Mobility for 2030, India Skills Report 2025, p. 22

Technology	Cooling efficiency	Deployment time	Energy consumption	CapEx/OpEx	Scalability	Sustainability	Probable use case
In-row cooling	High (COP approx. 6–8)	Short to Moderate	Low (PUE approx. 1.3-1.5)	Higher	High	Moderate	High-density racks or modular data centers
Evaporative cooling	Very efficient (COP >8)	Moderate	Very low	Low to Moderate	Region-dependent	High	Used in salubriously weather conditions
HACA containment (Hot aisle/ Cold aisle)	Energy savings (approx. 30%)	Short	Indirectly reduces	Low	High	High	Most modern data centers to optimize cooling

Source: Uptime Institute - Global surveys on data centers' energy usage and PUE benchmarks

The selection of an appropriate HVAC cooling system for data centers requires a careful evaluation of multiple factors, including energy efficiency, capital and operational costs, scalability, and environmental impact. The suitable use cases for cooling systems based on their efficiency, deployment time, CapEx/OpEx and scalability are mentioned in the above table. As data centers demand continue to rise, deploying a strategic mix of these cooling technologies will be critical to achieving optimized performance, energy conservation, and sustainable growth.

2.1.3.2 Types of Cooling in Data Centers

Cooling systems are critical to ensuring the reliability, performance, and longevity of data center infrastructure. As computing power and rack densities continue to increase, driven by AI, HPC, and cloud workloads, data centers are evolving beyond traditional air-cooling systems. Advanced cooling technologies such as liquid cooling and hybrid systems are gaining traction for their efficiency in managing high thermal loads. Selecting the right cooling strategy depends on factors like power density, geographic location, sustainability goals, and cost considerations. An optimized cooling system not only enhances operational efficiency but also contributes significantly to a data center's energy usage effectiveness (PUE) and carbon footprint.

Air cooling

Air cooling leverages air conditioning systems, fans, and vents to circulate ambient air and dissipate the heat generated by computing equipment. As the most established method of thermal management, it remains widely used across data centers of all sizes. For less power-dense workloads, such as AI inferencing, air cooling is often sufficient, as machine learning tasks typically generate lower thermal loads. Its simplicity and scalability make it a viable option for both large-scale and edge deployments. However, air cooling is generally effective for rack densities up to 20 kW in conventional setups. While enhanced configurations can support up to 35 kW per rack, workloads exceeding these thresholds usually necessitate liquid cooling solutions, whether direct-to-chip, immersion, or hybrid systems, for optimal thermal performance and energy efficiency.

Liquid cooling

Liquid cooling methods provide a more energy-efficient and sustainable solution compared to traditional air cooling, enabling better performance and support for high-density computing environments. Leading data center operators in India are either implementing or preparing to adopt liquid cooling technologies. The different types of Liquid cooling systems are mentioned below.

- **Liquid immersion cooling:** Liquid Immersion Cooling (LIC) is an innovative cooling technique used in data centers, where hardware like servers is submerged in a non-conductive dielectric fluid that absorbs heat directly from the components. The process enhances cooling efficiency, supports higher-density server configurations, and reduces overall energy consumption. It is especially effective for high-performance computing (HPC), AI-driven operations, and large-scale data centers. In addition to cutting down on operational noise and mechanical wear, it helps lower long-term costs.
- **Direct contact liquid cooling:** Direct Contact Liquid Cooling (DCLC) is a specialized cooling technique in data centers where a non-conductive liquid directly cools key heat-producing components like CPUs and GPUs. Unlike full immersion methods, DCLC uses cold plates attached to these components, with liquid circulating through them to extract heat effectively. This method provides precise, high-efficiency cooling, making it well-suited for dense server setups, AI processing, and high-performance computing.
- **Direct-to-chip cooling:** In this method coolant flows through cold plates mounted directly on high-heat components such as CPUs, GPUs, and memory. These cold plates absorb and transfer the heat to the

circulating liquid, which is then cooled and reused. By focusing cooling at the source of heat, this method ensures precise thermal control, reduces dependency on traditional air-cooling systems, and is well-suited for high-performance computing (HPC) and AI applications. The service cycle for this method is shorter, given the hardware constraint. Hence it is not widely adopted.

Efficiency of different Liquid cooling systems

Technology	Cooling efficiency	Deployment time	Energy consumption	CapEx/OpEx	Scalability	Sustainability	Use cases
LIC	Very high (COP >10)	Long	Very low (PUE approx. 1.05–1.2)	High/Low	Moderate	Very High	Useful where there is high dissipation of heat, especially where high-performance computing, dense server setups, AI processing etc.
DCLC	High (COP approx. 8-10)	Moderate	Low	Medium-High	High	High	
Direct-to-chip	Very high	Moderate	Very low	Medium	High	High	

Source: Compute Project (OCP) - Technical standards and community-sourced designs

2.1.3.3 Cooling techniques employed in data centers in India

In India, data centers employ a variety of cooling techniques to address the challenges posed by increasing computational demands, high ambient temperatures, and sustainability goals. The selection of cooling methods is influenced by factors such as energy efficiency, scalability, and environmental considerations.³¹

- i. **Traditional air-based cooling systems:** Computer Room Air Conditioning (CRAC) and Computer Room Air Handler (CRAH) units are widely used in Indian data centers. These systems are favored for their reliability and ease of integration into existing infrastructures. CRAC units use refrigerants to cool the air, while CRAH systems utilize chilled water circulated through cooling coils. Both methods are effective for moderate-density server environments and are relatively straightforward to deploy and maintain.
- ii. **In-row cooling:** In-row cooling systems are increasingly adopted in India, especially in modular and scalable data center designs. By placing cooling units directly between server racks, these systems provide targeted cooling, reducing energy consumption and improving efficiency. This approach is particularly beneficial in high-density setups where precise temperature control is essential.
- iii. **Liquid cooling technologies:** With the rise of High Performance Computing (HPC) and Artificial Intelligence (AI) workloads, liquid cooling methods are gaining traction in India. Techniques such as Liquid Immersion Cooling (LIC) and Direct-to-Chip Cooling offer superior cooling efficiency and are capable of handling higher heat densities.
- iv. **Evaporative cooling:** In regions with suitable climatic conditions, evaporative cooling is employed as an energy-efficient cooling solution. This method leverages the natural process of water evaporation to lower air temperatures, thereby reducing the reliance on mechanical refrigeration and decreasing overall energy consumption.

2.1.3.4 Heat reuse and waste energy management prevalent for data centers in India

Heat reuse in Indian data centers remains at a nascent stage but is steadily gaining momentum as a strategy to enhance energy efficiency and drive sustainability goals. International case studies, such as Fortum’s successful implementation in Finland, demonstrates the significant potential of this approach. However, large-scale adoption in India is constrained by key challenges like high upfront capital expenditure and a limited concentration of proximate heat off-takers. Strategic policy intervention and incentive mechanisms will be critical to overcoming these barriers and enabling scalable heat reuse as the data center sector continues its rapid expansion. To enhance cooling efficiency, specifically in high density environments, rear door heat exchanger (RDHx) is used in data centers. A RDHx is a passive or active cooling device mounted on the rear of a server rack that removes heat from the exhaust air of IT equipment before it enters the data center environment.

2.1.3.5 Overall qualitative use-case mapping of cooling systems

This section provides a qualitative assessment of data center cooling technologies, mapped to key use cases like HPC, AI, hyperscale, energy efficiency, and climate adaptability. It highlights each system’s strengths and limitations, offering strategic insights for sustainable, performance-driven infrastructure planning.

Different cooling technologies align with specific operational priorities in data centers environments as follows:

Recommended technology for particular use cases for data centers

Use case	Use case description	Recommended technology
High-Density Compute / HPC / AI	High density computing, HPC, and AI-driven workloads need exceptional thermal efficiency and ability to manage concentrated heat loads effectively	LIC, Direct-to-Chip
Scalable modular deployments	Rapidly growing or reconfigurable data centers offer excellent adaptability and performance, enabling efficient heat management and high scalability	In-row, DCLC
Eco-friendly sustainable setup	Sustainability is a primary objective, especially in regions like India where environmental impact is becoming a key concern it would require low energy consumption and waste heat recovery, aligning well with green data centers goals	Evaporative + Heat Reuse
Retrofit projects	In cases where existing infrastructure must be upgraded without significant structural changes, practical and cost-effective cooling improvements are required to minimize disruption	CRAC, CRAH, HACA
Budget-conscious builds	Require reasonable efficiency and reliability while keeping capital and operational expenses in check.	PAC, CRAC

2.1.4 Power supply availability

Power remains the single most vital resource for the seamless operation of data centers. Accessing the availability, reliability, and sustainability of electricity infrastructure is essential. Access to secure, uninterrupted power and energy efficiency are essential elements of the data center industry. India’s emerging data center hubs such as Mumbai, Chennai, Bengaluru, Hyderabad, Kolkata, and Delhi NCR require robust and scalable power infrastructure to support hyperscale and colocation demands. This section presents a comprehensive analysis of the power landscape across these cities, covering grid reliability, redundancy, power capacity, cost economics, renewable integration, green certification frameworks, and transmission infrastructure.

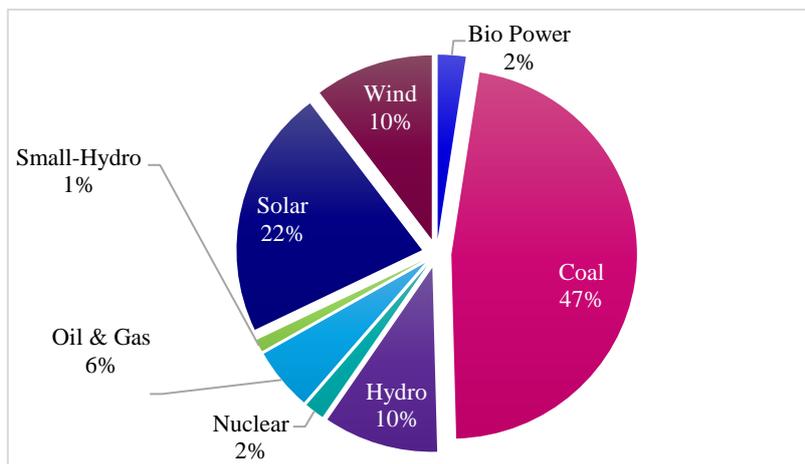
2.1.4.1 Power capacity availability

India’s total electricity generation capacity has reached 452.69 GW, as of October 2024, reflecting a robust and diversified energy mix driven by both conventional and clean sources. A significant transformation is underway, with renewable energy capacity rising to 203.18 GW, accounting for more than 46% of the total installed power capacity as of calendar year 2023.³² This shift aligns with India’s international climate commitments to reduce the emissions intensity by 45% by 2030 (from 2005 levels) and to achieve 50% of cumulative electric power capacity from non-fossil fuel sources by the same year.

Currently the data center industry power consumption is less than 0.5% of the power generation capacity of India. Even in a scenario of aggressive data center industry expansion to multi-gigawatt scale would still account for only a few percent of total power consumption by 2030.

As of mid-2025, India has achieved essentially zero power deficit.³³ The Union Power Minister of India noted that India successfully met a peak power demand of 250 GW in May 2024 and 242 GW thus far in 2025, which reflects India’s transformation from a power-deficit to a power-sufficient nation. The cost for power is also forecasted to stay stable in the upcoming years. Consequently, data center operators can rely on stable pricing and ample grid availability, minimizing concerns about supply constraints.

32 Press Information Bureau as of November 2024
33 Press Information Bureau as of June 2025



India's power capacity - installed capacity
Source: Ministry of New and Renewable Energy; GOI – Ministry of Power

Among India's key data center markets, Maharashtra leads with a total installed capacity of 50,857 MW, representing 10.8% of the national total. It is followed by Tamil Nadu (42,417 MW; 9.0%), Karnataka (33,830 MW; 7.2%). In contrast, Delhi has the lowest installed capacity at just 2,606 MW (0.6%). In terms of generation mix, Maharashtra dominates non-renewable capacity with 27,873 MW, followed by Tamil Nadu (15,391 MW) and West Bengal (13,567 MW). However, Tamil Nadu leads the renewable capacity segment with 27,025 MW, supported by substantial wind and solar infrastructure, while Karnataka (23,955 MW) and Maharashtra (22,984 MW) also contribute significantly.

Total power capacity of India vs selected states

Total Power Capacity	Total Installed capacity		Non-Renewable Energy		Renewable Energy (MW)	
	MW	% Share	MW	% Share	MW	% Share
India's power capacity	4,70,450	100%	2,47,590	52.6%	2,22,860	47.4%
Delhi	2,606	0.6%	2,208	0.9%	397	0.18%
Karnataka	33,830	7.2%	9,875	4.0%	23,955	10.75%
Maharashtra	50,857	10.8%	27,873	11.3%	22,984	10.31%
Tamil Nadu	42,417	9.0%	15,391	6.2%	27,025	12.13%
Telangana	17,931	3.8%	10,243	4.1%	7,688	3.45%
West Bengal	15,676	3.3%	13,567	5.5%	2,109	0.95%

Source: India's Climate and Energy Dashboard - NITI Aayog, accessed as of May 2025

I. Power availability: installed capacity and renewable energy dependence³⁴

A. Power installed capacity (MW):

Data centers are power-intensive operations requiring high reliability, cost efficiency, and increasingly, sustainability in power sourcing. Indian cities are making strides in integrating renewable energy sources to meet the growing demands:

State-wise deep dive on power installed capacities in MW – selected states

Installed Capacity (in MW)	Delhi	Karnataka	Maharashtra	Tamil Nadu	Telangana	West Bengal
Fossil fuels						

Installed Capacity (in MW)	Delhi	Karnataka	Maharashtra	Tamil Nadu	Telangana	West Bengal
Coal	-	9,480	24,666	14,163	10,243	13,487
Oil and Gas	2,208	395	3,207	1,229	-	80
Renewable sources						
Hydro	-	3,689	3,047	2,178	2,406	1,341
Nuclear	-	880	1,400	2,440	-	-
Bio power	84	1,910	2,993	1,045	222	348
Small hydro	-	1,285	384	123	91	99
Solar	313	9,313	9,881	9,724	4,842	321
Wind	-	6,878	5,279	11,515	128	-
Total	2,606	33,830	50,857	42,417	17,931	15,676
Renewable Energy %	15%	71%	45%	64%	43%	13%

Source: India's Climate and Energy Dashboard - NITI Aayog, accessed as of May 2025

B. Power generation profile (million unit):

This data determines actual availability and stability of power supply across states:

State-wise deep dive on power generation in MU-selected states

Power Generation in MU	Delhi	Karnataka	Maharashtra	Tamil Nadu	Telangana	West Bengal
Fossil fuels						
Coal	-	39,551	118,522	66,216	51,394	84,817
Oil and Gas	3,688	-	5,084	1,538	-	-
Renewable sources						
Hydro	-	12,637	4,883	4,378	5,068	2,498
Nuclear	-	6,697	7,751	15,836	-	-
Bio power	457	1,943	2,469	380	273	1,212
Small hydro	-	2,091	692	228	69	159
Solar	172	14,038	6,719	13,705	6,191	245
Wind	-	12,626	7,306	16,795	270	-
Total	4,317	89,584	153,426	119,076	63,264	88,931
Renewable energy %	15%	56%	19%	43%	19%	5%

Source: India's Climate and Energy Dashboard - NITI Aayog, accessed as of May 2025

Key takeaways for data centers as per the installed capacity and power generation profile:

Karnataka and Tamil Nadu stand out with	Strong renewable penetration
	Balanced mix of solar, wind, and hydro

	High generation from renewables — critical for sustainable PUE (Power Usage Effectiveness).
Maharashtra offers	Highest total generation capacity, strong in both base-load thermal and emerging renewables.
	A stable hub for enterprise-level data centers with hybrid power sourcing needs.
Telangana	Shows promise but slightly limited in total volume; best for edge data centers or zonal expansion
Delhi and West Bengal	Have lower renewable % and capacity, which may impact sustainability ratings and cost efficiency unless power purchase agreements (PPAs) for green energy are structured.

II. Power supply during 2024 – 2025 in India

Despite a strong installed base, India faces a peak deficit of 4.3% (10.915 GW) even as it maintains an energy surplus of 2.4% (42.159 BU) during Fiscal 2025.³⁵ This indicates that while annual generation meets total energy demand, the system continues to experience peak hour strain, highlighting the need for capacity flexibility, efficient dispatch mechanisms, and demand-side optimization. This disparity underscores the challenge of ensuring grid reliability and infrastructure adequacy during high-load periods despite an overall positive energy balance. In terms of upcoming capacity, a total of 19,680 MW is slated for addition during Fiscal 2025.

2.1.4.2 Grid infrastructure and transmission availability

A data center’s ability to access robust, high-capacity, and redundant power transmission infrastructure is fundamental to uptime and scalability. India’s major metros benefit from a maturing transmission backbone, yet location-specific grid access and substation proximity remain critical differentiators.

India’s electric power system transmits energy in bulk from generation sites to substations via high-voltage transmission lines, and then to end-users through lower-voltage distribution lines. Substations with transformers manage voltage shifts—stepping up for transmission and stepping down for distribution. India operates a Unified National Grid, mandating all operators to connect to it. This centralized system ensures reliable cross-state power flow and supports energy balancing, which is crucial for data centers. However, regional variations in grid strength and capacity affect data center siting decisions, making local infrastructure quality a key factor in planning.

Transformer infrastructure analysis

Transformer infrastructure directly supports voltage step-up/step-down processes essential for maintaining grid reliability and delivering power at usable voltages. India’s power sufficiency is supported by a robust transformer ecosystem across key states, ensuring reliable distribution and grid stability. An analysis on the distribution of step up, step down and distribution transformers with their capacity across relevant states indicates the following states to be showing strong trends:

- **Karnataka** leads in distribution transformer count and capacity, indicating strong localized power reliability for urban and peri-urban zones.
- **Maharashtra** holds a balanced transformer ecosystem at all levels, complementing its extensive transmission grid.
- **Telangana’s** relatively higher count of step-down transformers suggests a design optimized for secondary grid stability—advantageous for data-intensive sectors.
- **Tamil Nadu** maintains a well-established distribution transformer network, supporting reliable power supply across urban, rural, and industrial areas.
- **Delhi NCR** exhibits a high density of distribution and step-down transformers, particularly in Delhi and adjoining urban centers, ensuring robust last-mile connectivity and minimal voltage fluctuation—crucial for commercial and government infrastructure.

2.1.4.3 Grid reliability

Grid reliability plays a critical role in the functioning of data centers, especially hyperscale facilities that demand uninterrupted power to maintain uptime and ensure service continuity. Grid reliability refers to the operational stability and resilience of the electricity supply network—measured not just by available capacity, but by how often and for how long customers experience power outages.

I. Two key indices are used to assess this:

1. **SAIDI (System Average Interruption Duration Index):** Reflects the total duration (in minutes per customer per year) of non-momentary electric interruptions. Higher values indicate longer outages, signifying lower reliability.
2. **SAIFI (System Average Interruption Frequency Index):** Indicates the number of times a customer, on average, experiences a non-momentary interruption in a year. Higher values represent frequent interruptions, implying less stable service.³⁶

These indices provide insight into the quality and reliability of power supply at the consumer level, offering a performance-oriented complement to installed capacity figures.

State-wise deep dive on power installed capacities (MW) and year-on-year power outage – selected states

Power outage	Delhi NCR		Karnataka		Maharashtra		Tamil Nadu		Telangana		West Bengal	
	SAIDI	SAIFI	SAIDI	SAIFI	SAIDI	SAIFI	SAIDI	SAIFI	SAIDI	SAIFI	SAIDI	SAIFI
2019-2020	-	-	51.3	132.7	9.1	11.5	7.5	40.3	13.5	24.9	41.9	56.9
2020-2021	-	-	53.2	140.8	19.4	21.2	4.8	24.8	25.8	37.8	96.5	135.9
2021-2022	5.3	9.6	73.4	179.4	15.7	16.5	0.8	3.0	14.7	22.7	74.1	176.2

Source: Ministry of Power Central Electricity Authority - 2025

- Year-on-year trend in Tamil Nadu indicates consistently low outage frequency and duration over the past 3 years, suggesting towards being highly conducive for establishing hyperscale data centers with a minimal need for backup power.
- Delhi exhibits high grid reliability with minimal interruptions, despite limited installed capacity. Its stable power delivery system, suitable for Rated 3 and 4 data centers operations with reduced dependency on captive power solutions.
- Maharashtra’s performance indicates moderate and improving reliability, although still higher than top-performing states. Urban pockets like Mumbai and Pune have superior grid performance, making them more attractive for data center investments.

2.1.4.4 Electricity cost and incentives

Electricity pricing and fiscal incentives remain a critical determinant in the site selection and operational viability of data centers, given the high-power requirements for 24x7 uptime. The electricity cost landscape across key Indian states reflects significant variation, influenced by tariff structures, consumer categorization, and state-level taxes or surcharges. This section evaluates these parameters across major data centers hubs, including Delhi NCR, Karnataka, Maharashtra, Tamil Nadu, Telangana, and West Bengal.

I. Commercial tariffs vs. industrial for data centers:

While data centers are typically categorized under industrial tariff structures due to their high-load, infrastructure-intensive nature, it is important to recognize that classification practices may vary across states and distribution companies (DISCOMs). In some jurisdictions, particularly where specific policies for data centers are absent or under development, initial electricity connections may be provisioned under commercial categories—resulting in significantly higher tariffs.

The following comparison highlights the variance in HT (High Tension) Commercial vs. Industrial tariffs across key Indian states as of March 31, 2024.³⁷

As per the Tariff Book 2024 by Central Electricity Authority of India

- **Maharashtra** shows the steepest differential (INR 4.71/kWh), making industrial classification critical for operational cost efficiency.
- **Karnataka** and **Delhi NCR** also display notable differences (approx. INR 1.00–INR 1.85/kWh), underscoring the importance of ensuring proper categorization during connection approval.
- In **Telangana**, however, industrial tariffs are slightly higher than commercial- a deviation from the national pattern, requiring scrutiny during project planning.
- **Tamil Nadu** and **West Bengal** show minimal differences, though cumulative duties and surcharges still make industrial rates more favorable in net terms.

II. Incentive environment and implications for data centers:

While direct electricity subsidies or capital incentives targeted specifically at data center remain limited in these states, certain regions (e.g., Maharashtra, Tamil Nadu, Telangana, Karnataka, etc) have announced data center-specific policies in recent years (*refer to 2.1.2.2 Policy level interventions for data centers and implications on data center growth*). These often include:

- Waivers or reimbursement of electricity duty for a defined period
- Special energy tariffs for hyperscale and cloud service providers

The presence of multiple DISCOMs in states such as Maharashtra and Delhi NCR also introduce competition, allowing large consumers to negotiate preferential rates or select distribution licensee with lower tariffs (e.g., AEML vs MSEDCL in Maharashtra). From a cost optimization lens, Tamil Nadu, Telangana, and select DISCOMs in Maharashtra (e.g., AEML) offer favorable electricity pricing for data center.

2.1.4.5 Availability of renewable energy

As India strides toward its ambitious climate goals, renewable energy has become a cornerstone of the country's power strategy—especially for power-intensive industries like data centers. Driven by both national commitments and operational imperatives, the integration of solar, wind, hydro, and emerging clean energy sources has become essential to the viability of future-ready and ESG-aligned data centers.

I. India's renewable energy landscape – a transformative decade

As of October 2024, India's installed renewable energy capacity has reached 203.18 GW, constituting 46.3% of the country's total electricity generation capacity (452.69 GW). This figure marks a dramatic shift from a fossil-dominated grid to one increasingly reliant on solar (92.12 GW), wind (47.72 GW), large hydro (46.93 GW), and bioenergy (11.32 GW). The total non-fossil capacity—including nuclear (8.18 GW)—now exceeds 211 GW, reinforcing India's commitment to a decarbonized future.³⁸ This growth aligns with India's Paris Agreement targets, including achieving 50% cumulative electric power capacity from non-fossil sources by 2030, reducing emissions intensity by 45% from 2005 levels and achieving net-zero emissions by 2070.

II. State-wise renewable energy profile

Certain states are at the forefront of renewable energy generation, offering abundant and diversified sources suitable for data center hubs.³⁹ As seen earlier in the table State-wise Deep Dive on Power Generation in MU, the spread of Renewable energy Tamil Nadu, Karnataka, and Maharashtra offer large-scale access to both solar and wind, making them highly attractive for data center expansion from a renewable sourcing perspective.

III. Renewable energy for data centers to achieve sustainability goals

Renewable energy plays a pivotal role in decarbonizing data center operations. The most commonly used sources include solar, wind, and hydropower, each contributing to reducing reliance on fossil fuels. Solar

³⁷ The Tariff Book 2024 by Central Electricity Authority of India
³⁸ Ministry of New and Renewable Energy; GOI – Ministry of Power
³⁹ India's Climate and Energy Dashboard - NITI Aayog, 2025

energy is often harnessed through rooftop or ground-mounted photovoltaic systems, especially in regions with high solar irradiance. Wind power via utility-scale wind farms or direct procurement agreements offers a scalable solution for powering large data center campuses. In certain geographies, hydropower provides a stable, low-carbon energy supply. Many hyperscalers and colocation providers are now integrating these sources through Power Purchase Agreements (PPAs), green tariffs, or on-site generation, aligning their sustainability commitments with operational resilience and long-term cost efficiency.

Meanwhile, Nuclear power is also vital to cater for the constant, high energy demands of AI-driven data centers. Unlike intermittent renewables, nuclear offers reliable, 24/7 output. Although it is costly to build, reactors provide low operating costs and scalable generation—typically 800+ MW is produced by a reactor—making them a dependable energy solution. The Union Budget 2025 – 2026 has allocated INR 20,000 crore for R&D in Small Modular Reactors (SMRs), targeting at least five indigenously designed operational SMRs by 2033. This aligns with India’s target of 100 GW nuclear power capacity by 2047.⁴⁰ Some of the key benefits of nuclear energy in data centers are outlined below.⁴¹

- **Reliable baseload power:** Provides stable 24/7 supply, unlike intermittent renewables.
- **Low carbon emissions:** Supports net-zero and sustainability goals.
- **Scalable and efficient:** High energy density and SMRs offer compact, reliable solutions for growing demands.
- **Long-term cost efficiency:** High upfront costs offset by low operating expenses and long lifespan.
- **Grid stability and security:** Enhances resilience by complementing renewables and reducing fossil fuel dependence.

IV. **Emerging opportunities: supporting renewable energy management mechanisms for data center to achieve net zero goals**

- **Renewable energy certificates:** Renewable Energy Certificates (RECs) allow data centers to offset carbon emissions by purchasing credits equal to 1 MWh of renewable power.
- **Exchange traded power:** Exchange-traded power offers data centers flexible, cost-efficient energy procurement. By using power exchanges and PPAs, they can access lower-cost, renewable energy.
- **Intra and interstate policies:** India’s intra- and inter-state power policies significantly impact data center energy strategies. Intra-state policies, like Uttar Pradesh’s 2021 incentives, promote renewable use within states. Inter-state policies enable open access to cheaper or greener power from neighboring states.⁴²
- **Nuclear, tidal and hydrogen:** These 3 energy sources are emerging as next-generation solutions to meet the data center industry’s growing demand for sustainable and reliable power. Nuclear reactors like Small Modular Reactors (SMRs) offer a stable, zero-carbon baseload ideal for hyperscale operations. Tidal energy, with its predictability and low environmental impact, presents a viable option for coastal data center developments. Meanwhile, green hydrogen is gaining traction as a clean, long-duration backup power source, with the potential to replace diesel and support true net-zero operations. Together, these technologies represent the future of resilient and carbon-free data center energy strategies.

V. **Strategic implications of renewable energy for data center development**

- **Energy siting decisions:** Data center operators are increasingly prioritizing locations with strong renewable energy infrastructure to ensure a reliable and green power supply for the facilities. States like Tamil Nadu, Karnataka, and Maharashtra offer diversified and large-scale RE capacities, supporting reliable green energy supply for new data center clusters.
- **Policy alignment:** India’s updated NDCs and targets of **50% non-fossil fuel capacity by 2030 and net zero by 2070** reinforce a favorable policy environment.

40 PIB.gov.in “Nuclear Mission” announced in the Union Budget 2025 – 2026

41 Nuclear energy’s role in powering data center growth

42 Uttar Pradesh Data Center Policy 2021

- **Blended power models:** Combining solar/wind with nuclear or emerging sources like tidal, supported by RECs and energy storage, can ensure high uptime and sustainable operations.

2.1.4.6 Redundancy in power supply infrastructure

Redundancy in power supply is a critical criterion for evaluating a city’s readiness to support hyperscale and colocation data centers. It refers to the ability of the power infrastructure to continue delivering uninterrupted electricity even in the event of failure of a component, feeder, or main source. Data centers typically require N+1, N+2, or 2N redundancy, depending on their rating (as per Uptime Institute standards).

I. Data center industry technical specifications:

Data center infrastructure is classified using globally recognized standards such as Uptime Institute’s Tier Standards, Telecommunications Industry Association (TIA), and more which help benchmark the reliability, redundancy, and maintainability of a facility. These standards range from Rated 1(basic infrastructure) to Rated 4(fault-tolerant infrastructure) or Tier 1 (basic infrastructure) to Tier 4 (fault-tolerant infrastructure) as per TIA-942, offering a progressive hierarchy of availability and system design sophistication.

II. Industry adoption trends

With increasing demand for 24/7 digital services (digital commerce, digital entertainment, and social media) businesses are shifting from Rated 1,2 toward Rated 3 and Rated 4 data centers, balancing high uptime with operational sustainability. Hyperscalers and large cloud service providers often develop custom performance standards beyond traditional tiers, prioritizing energy efficiency, modular scalability, and localized redundancies.⁴³

2.1.4.7 Green certification and ESG alignment

I. The growing imperative for sustainable data centers:

With India’s data center footprint expected to grow at a strong pace, sustainability is no longer a value-add—it is a core operational requirement. According to the International Energy Agency (IEA), data centers and transmission networks account for 1–1.5% of global electricity use and approximately 1% of energy-related GHG emissions. These figures are expected to grow as internet traffic continues to surge and digital infrastructure expands.⁴⁴

In this context, the role of green certifications, ESG (Environmental, Social, and Governance) alignment, and sustainable design practices are increasingly becoming central to how Data centers are planned, constructed, and operated.

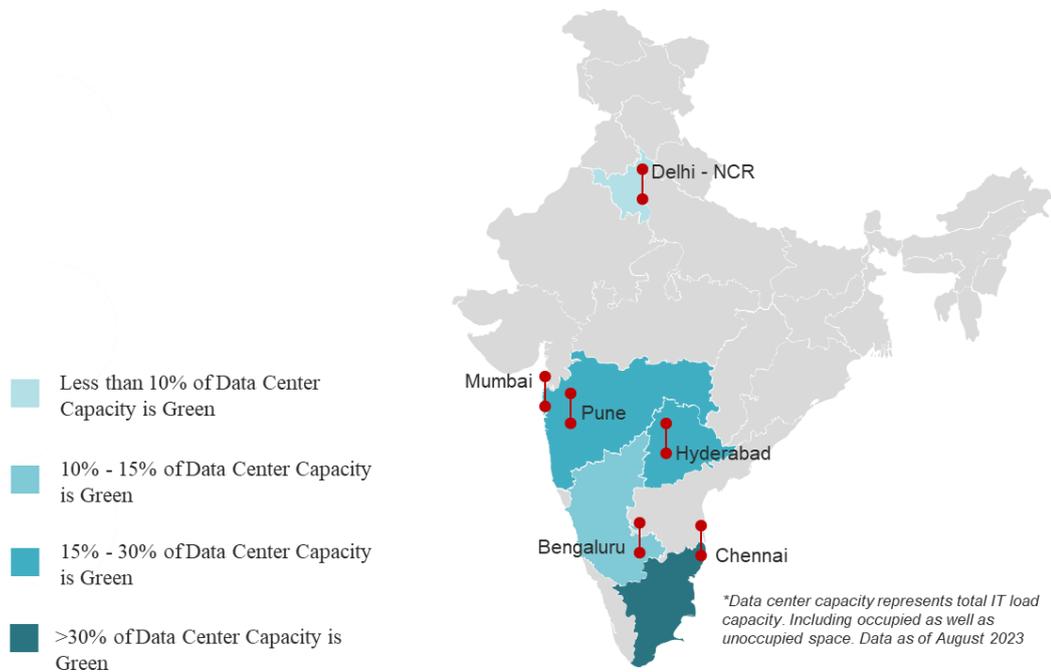
II. Parameters defining data centers sustainability:

Data centers’ performance on environmental parameters is commonly evaluated using the following parameters. Improvements in these metrics directly impact both operational cost and ESG alignment, and are increasingly monitored by tenants, regulators, and investors alike.

- **Power Usage Effectiveness (PUE):** A lower PUE (closer to 1) indicates higher energy efficiency, with minimal losses to lighting, cooling, and power distribution.
- **Water Usage Effectiveness (WUE):** Indicates the volume of water used in relation to IT equipment energy consumption. A lower WUE reflects more efficient cooling practices.
- **Carbon Usage Effectiveness (CUE):** Measures carbon emissions per unit of IT energy consumed. A CUE closer to zero reflects a carbon-efficient facility.

Green penetration in data centers stock of cities in India

⁴³ India Briefing – “India’s Data Centre Sector: Market Outlook and Regulatory Frameworks”
⁴⁴ Industry, Cushman & Wakefield



Source: Industry, C&W Research

Note: Green certifications data has been compiled as per the available information from LEED and IGBC project directory and operators' annual publications

III. ESG commitments and industry targets

Leading operators in India have set short and long-term goals to align with global decarbonization efforts:

Short-Term (by 2026)	Long-Term (by 2030)
<ul style="list-style-type: none"> • Source >50% energy from renewable sources • Achieve 40% reduction in emission intensity • Expand operating temperature bands to reduce cooling loads 	<ul style="list-style-type: none"> • Achieve carbon-neutral operations • Design zero-discharge data centers • 100% wastewater recycling • Expand dedicated RE investments (solar/wind)

Source: C&W Research

Operators have already achieved:

- 20–25% renewable energy penetration
- 17–20% reduction in grid electricity consumption
- 23–25% reduction in operational emissions
- 5–7% improvement in PUE, and 18% improvement in WUE
- Green energy sourcing from Tamil Nadu, Maharashtra, Karnataka, and Delhi NCR

IV. Green certification frameworks and benchmarks

IGBC (Indian Green Building Council) green data center certification

The IGBC Green Data Center Certification⁴⁵ offers a comprehensive framework tailored for Indian operating conditions. In India, both LEED and IGBC certifications are valuable. Though LEED is recognized internationally, IGBC certification is tailored specifically for the Indian context, addressing local environmental conditions and regulations. IGBC evaluates:

- Site selection
- Energy and water efficiency
- Material use and waste segregation
- Indoor environmental quality
- Operational stability and real-time monitoring

Unique features include:

- Focus on IT infrastructure (beyond building shell)
- Operational monitoring and management
- ISO Class 8 cleanliness and air quality
- Pre-certification site verification
- Credit-based rating system: Certified, Silver, Gold, Platinum

V. Key guidelines and design principles for green data centers

It is critical to incorporate the green design building blueprint which is concise yet comprehensive guide outlining sustainable practices and features across the lifecycle of a data center, from site selection to operations. Some of the key aspects are covered below.⁴⁶

- **Green power provisioning:** Minimum 35% green power is required; operators aim to scale this by 3–5x
- **Efficient cooling systems:** Shift to liquid cooling to reduce energy load
- **Waste segregation:** Dedicated wet, dry, and e-waste handling
- **Water conservation:** Use of treated wastewater, rainwater harvesting, WUE targets
- **Indoor air quality:** Adherence to ASHRAE 62.1–2010, ISO Class 8 standards
- **Sustainable Non-IT loads:** Provision of rooftop solar (3–5% of total consumption)
- **Smart management:** Use of real-time energy monitoring, predictive analytics, and AI/ML for energy optimization

2.1.5 Construction aspects of data centers

The construction of data centers in India is influenced by multiple factors, including Design, location, scalability, modular construction feasibility, availability of power infrastructure and skilled workforce for the data center. Developing an advanced data center is a highly complex undertaking that requires multi-functional expertise and substantial up-front capital expenditure. The cost dynamics vary significantly across major data centers hubs such as Mumbai, Delhi NCR, Bengaluru, Hyderabad, Chennai and Kolkata affecting the financial feasibility and expansion strategies of new and existing data centers. Beyond proximity to demand hubs and connectivity infrastructure, several location-specific factors such as seismic zone classification, flood risk, and climatic conditions directly influence the size or permissible capacity, design specifications and scalability of a data center.

India is rapidly positioning itself as a key data centers hub in the Asia-Pacific (APAC) region. Despite a recent increase in construction costs, the country remains one of the most cost-competitive locations for data center investments. With the lowest power tariffs in the region, stable power supply, and a growing renewable energy capacity, India presents a compelling case for data centers operators looking to expand in APAC.

2.1.5.1 Specifications and key assumptions

The low, mid and high range specifications are elaborated in the following pages for base build, fit out and land models. The low, mid and high-cost ranges are provided as a benchmark across the various categories.

Base build specifications

Category	Low Specification	Mid Specification	High Specification
Location	Industrial / Tech Park remote	Industrial / Tech Park Suburban	Inner City / CBD location
Data center’s size	The data center’s development would represent a standard 10-50 MW Hyperscale Greenfield / Brownfield construction project		
Quality of construction (incl. materials and supplier spec.)	\$\$-\$\$ Average quality	\$\$-\$\$\$ Good quality	\$\$\$\$ Prestige quality
Quality vs Performance	A good cost-to performance ratio	A premium dependable facility	A fault-tolerant facility ideal for consistency

Category	Low Specification	Mid Specification	High Specification
Redundancy and operational standard	Rated 2 (N+1)	Rated 3 (N+1)	Rated 3-4 (2N+1)
Source paths	Single system non-redundant	Multiple redundancy (1 x active + 1 x passive)	Multiple (2 x active) (Zero points of failure)
Carrier neutral	No	Yes	Yes
Rack power density	10-30 kW Per rack	10-50 kW Per rack	10-125+ kW Per rack
Power source	1 path from 1 substation	Multiple paths 1-2 substations	Multiple paths, multiple substations
Power source redundancy	1 path from 1 substation	2 Diverse paths from 1-2 substations	2 Diverse Paths From 2 substations
Water source redundancy	1 path from 1 main	2 Diverse paths from 1-2 mains	2 Diverse paths from 1-2 mains
Generator redundancy	N-N+2	N+1, block redundant-2N	N+1, block redundant – 2N+1
Cooling redundancy	N-N+2	N+2	N+2-2N+1
UPS redundancy	N-N+2	N+1, block redundant-2N	N+1, block redundant – 2N+1
Floors	Assumes 1-3 storeys	Assumes multi storeys (3+ floors)	Assumes multi storeys (3+ floors)
Stand-alone plan and generator compound	No, in building or rooftop	Yes, separate plant compound	Yes, separate plant building and compound
Security specification	Surveillance camera and onsite security presence	Low + anti tail gating. IC, vehicle trap, man trap and perimeter fencing	Medium + biometric authentication
Fallback generator power system	Yes – Diesel	Yes – Diesel, Biodiesel, Natural Gas	Yes - Diesel, Biodiesel, Natural Gas
Cooling technology	Air cooled	Air cooled	Liquid cooling could include RDHx

Source: C&W Research | Asia Pacific - Data Centers Construction Cost Guide 2025

Note: The above specifications are indicative and may vary based on operator and/or client requirements

In a data center, Base Build is the core physical infrastructure and foundational systems that are constructed before any tenant-specific or operational fit-outs. It includes all the essential components that make the building ready to support data center functions, but without the full deployment of IT equipment or custom configurations. There are 3 kinds of Base Builds as mentioned in the above table:

2.1.5.2 Land cost analysis for data centers

Land acquisition is one of the most critical cost components in data centers development. Based on the Regional Land Cost Index, data centers real estate costs vary substantially across different clusters within key cities. A cluster is a smaller area within a market/city which comprises of more than one data center. Land costs for data center-suitable clusters in India show wide regional variation, reflecting differences in infrastructure readiness, connectivity, and development stage.

- **Premium clusters:** Mumbai (Powai) and Hyderabad (West) command the highest land prices, with ranges exceeding INR 3.2 lakh/SQM—driven by strong enterprise demand, connectivity, and proximity to key commercial zones. Gurugram and Bengaluru Peripheral South also show high-end values above INR 2.4 lakh/SQM.
- **Mid-range clusters:** Clusters like Thane Belapur Road, Noida, Bengaluru Peripheral East, and Ambattur and Siruseri (Chennai) fall in the mid-cost band, offering a balance of affordability and infrastructure access with high-end values between INR 1.1–INR 2.8 lakh/SQM.

- **Value/emerging clusters:** Panvel (Mumbai) and South Hyderabad represent cost-effective options, with low-end values starting as low as INR 10,000–INR 11,000/SQM. These clusters are suited for long-term or greenfield data center investments where cost optimization is a priority.

2.1.5.3 Cost remains a critical advantage for India in attracting data center investments

The cost of data center construction varies significantly across global markets. India’s construction cost per megawatt remains among the most cost-effective, making it an attractive destination for hyperscale and colocation data centers. In 2024, India recorded one of the highest increases in data center construction costs in APAC, with a 5% rise due to escalating land prices, higher demand for power infrastructure, and the development of AI-ready workload/high-specification facilities. This increase reflects the significant build activity currently underway across major data centers hubs in India. Despite the rise, India remains more affordable than mature markets such as Japan and Australia, benefiting from abundant land availability, a deep and increasingly experienced pool of contractors, and relatively lower entry costs, making it an ever more investable market.

India’s favorable cost environment for data center construction is highlighted in the Turner and Townsend Data centre cost index (DCCI) 2024, which benchmarks the construction costs across 50 major global markets. Mumbai’s data center cost index of 0.60 is one of the lowest. The only major market with a lower cost index is Shanghai (0.55). In contrast Tokyo and Singapore have one of the highest data center cost indexes of 1.3 and 1.25, respectively. London with a DCCI of 1.0 and North Virginia, the largest data center market in the world and with a DCCI of 0.95 serve as useful reference point and reinforce the cost advantages of constructing a data center in Mumbai and in India. This positions India with a clear competitive edge, offering construction costs significantly lower than those in many developed markets.⁴⁷

2.1.5.4 Regional land and site acquisition cost across mid specification build type

This section outlines regional variations in land and site acquisition costs for data centers, focusing on high-rise, mid specification builds.

The below table depicts the land and site acquisition cost for a five-acre land parcel with 50MW built capacity.

Market Cluster	Land and Site Acquisition Cost INR Millions
Bengaluru Peripheral South	INR 2,630
Chennai – Ambattur	INR 1,450
Gurugram	INR 4,000
Noida	INR 1,180
South Hyderabad	INR 450
West Hyderabad	INR 3,380
Panvel	INR 417
Powai	INR 5,330
Thane Belapur Road	INR 3,440

Note: Applied Local FX Rate – USD1 = INR 83.67 as of end of calendar year 2024

Source: C&W Research | Asia Pacific - Data Centers Construction Cost Guide 2025

The below table depicts the land and site acquisition cost in INR Per SQM

Cluster land / site purchase cost unit	City	Cost for mid specification (INR/SQM)
Powai	Mumbai	INR 2,63,640
Thane Belapur Road	Mumbai	INR 1,70,270
Panvel	Mumbai	INR 20,580

⁴⁷ Turner & Townsend Data Centre Cost Index 2024

Cluster land / site purchase cost unit	City	Cost for mid specification (INR/SQM)
West	Hyderabad	INR 2,63,640
South	Hyderabad	INR 22,420
Noida	Delhi NCR	INR 58,230
Gurugram	Delhi NCR	INR 1,97,700
Peripheral South	Bengaluru	INR 1,30,000
Chennai Ambattur	Chennai	INR 71,700
Blended land purchase cost		INR 1,22,400

Note: Applied Local FX Rate – USD1 = INR 83.67 as of end of calendar year 2024

Source: C&W Research | Asia Pacific - Data Centers Construction Cost Guide 2025

2.1.5.5 Scalability: traditional vs modular construction – comparative matrix

As digital transformation accelerates across industries, the need for scalable, resilient, and quickly deployable data center infrastructure has become more critical than ever. Traditionally, data centers were constructed using conventional civil engineering methods—tailored to long-term, static IT load requirements. However, in recent years, modular construction has emerged as a game-changer, offering pre-engineered, factory-built solutions that can be rapidly deployed and scaled.

This section presents a comparative overview of traditional versus modular data centers, focusing on key parameters such as construction cost, deployment timelines, durability, operational efficiency, maintenance overhead, and—most importantly—scalability. With hyperscale cloud providers and colocation operators seeking flexible and future-proof infrastructure, understanding these trade-offs is vital for informed decision-making.

Traditional vs modular data centers

Parameter	Traditional data centers (scalability)	Modular data centers (prefabricated / containerized)
Definition	Expanding capacity in phases within a traditionally built, large core facility	Building data centers modules (power, cooling, IT) offsite and assembling onsite as needed
Construction timeline	18 – 24 months	6 – 12 Months
CapEx structure	High upfront CapEx; cost-effective only at scale	Pay-as-you-grow model; CapEx aligned with demand ramp-up
Standardization	Low – designs often customized; limits interchangeability	High – repeatable units, factory-controlled quality, and uniform standards
Durability	20+ years with proper maintenance	15–20 years; modular upgrades can extend usability
Maintenance cost	High – large-scale HVAC, power, and infrastructure complexity	Lower – standardized systems, modular replaceability
Customization	Higher freedom to make changes in design	Comparatively lower freedom for design changes
Construction efficiency	Comparatively lower construction efficiency	Higher construction efficiency for projects with similar design and reusable
Resilience	High – built for fault tolerance and disaster resistance	Equally resilient; easily reusable and replaceable
Risk and redundancy	Higher risk of over-provisioning or underutilization	Lower risk due to phased deployment aligned with actual demand
Physical security	Strong – hardened facilities with surveillance and restricted access	High – security integrated in design; placement flexibility adds advantage

Parameter	Traditional data centers (scalability)	Modular data centers (prefabricated / containerized)
Scalability	Limited – requires additional permits, construction, long timelines	High – add-on modules allow agile scaling with minimal disruption
Space efficiency	Less efficient – requires larger land parcels and buffer for future expansion	Compact design – ideal for constrained urban/edge locations
Ideal use cases	Hyperscale operators with predictable, long-term growth	Edge data centers, BFSI, telecom, and AI startups requiring agility and speed to market

2.1.5.6 Bare shell vs fully fitted data centers

Bare shell data centers: A shell space with basic civil works, raised flooring, structural cabling provisions, and infrastructure-ready environments—typically handed over without critical electrical or mechanical systems (UPS, cooling, etc.). Often targeted at large hyperscalers or colocation providers with in-house fit-out capabilities.

Fully fitted data centers: A plug-and-play facility where all critical systems—electrical (UPS, switchgear), mechanical (cooling, CRAC), racks, cabling, security, and Building Management System (BMS)—are installed and commissioned. Suited for enterprises, BFSI, and cloud tenants seeking immediate deployment.

Bare shell vs fully fitted data centers: A comparative view

Parameter	Bare shell data centers	Fully fitted data centers
Definition	Structural space without installed power/cooling infrastructure	Ready-to-use with all infra (UPS, cooling, racks, BMS)
CapEx (per MW)	CapEx outlay is split between developer and tenant. The developer invests in the envelope and base infrastructure, while the tenant incurs costs for electrical, mechanical, and IT fit-outs.	Higher upfront CapEx borne by the developer/operator.
Deployment time	Longer deployment timelines 9–15 months, as fit-outs are executed post-handover.	Faster go-live (3–6 months), enabling quicker monetization and ideal for enterprise clients with less operational capability
Flexibility	High (customized power, cooling, layout)	Medium (pre-designed, standard configurations)
Target user	Hyperscalers, Telecom, CDN	Enterprise, BFSI, Government
Operational control	Tenant-managed	Operator or co-managed
Market prevalence	High in large-scale hyperscale and edge deployments	High in colocation and SLA-driven enterprise workloads

Source: Uptime Institute. “Longevity and Durability in Data Centers.” 2023.

2.1.5.7 Original Equipment Manufacturer (OEM) Availability

The reliability and efficiency of a data centers heavily rely on the quality and availability of Original Equipment Manufacturers (OEMs) across critical infrastructure components—power systems, cooling technologies, IT racks, cabling, BMS, and physical security. With increasing data centers developments, the OEM ecosystem has matured significantly, balancing global supply chains with local partnerships. Data center construction involves a wide array of critical components spanning civil works, electrical systems (switchboards, transformers, generators, UPS, battery systems) advanced HVAC, IT infrastructure BMS and lifts, and fire protection systems.

India has strong availability of both national and global OEMs across these domains. Leading construction partners include the likes of L&T, Leighton, and L&W. Meanwhile, electrical systems are supported by major players like Siemens, ABB, Schneider, GE, Cummins, and Marine Electricals, along with domestic suppliers such as Arrow, Voltamp, and Exide. HVAC needs are addressed by OEMs like Trane, Daikin, Carrier, Johnson Controls, Bluestar, and Stulz, with emerging tech providers like Submer and Asperitas for immersion cooling. IT infrastructure is well-covered by Rittal, Vertiv, Panduit, APC, and CommScope, while fiber systems are offered by Corning, Sterlite, and OFS. For BMS and monitoring, firms like Schneider, Honeywell, Siemens, and Johnson Controls lead the space, alongside DCIM platforms like Trellis, Nlyte, and Sunbird. Security systems from Hikvision, Bosch, and Axis are

widely deployed. Lifts are provided by OEMs such as Kone, Thyssenkrupp, and Mitsubishi, while fire safety is covered by Kirloskar, Grundfos, and WILO. This diverse OEM landscape enables Indian data center developers to source reliable, scalable, and globally compliant solutions across all construction aspects.

2.1.5.8 CapEx and OpEx considerations for data centers

1. Capital expenditure (CapEx)

To establish a new data center, there is a significant upfront capital expenditure (CapEx), which includes investments in land, civil infrastructure, power and cooling systems, electrical and mechanical fit-outs, IT hardware, networking equipment, and physical security systems. High CapEx becomes the most crucial entry barrier for most new players. The table below captures the key constituents of CapEx.

Land and building infrastructure	Costs associated with acquiring or leasing land, construction of the facility, and structural design for high resilience, scalability, and compliance with Rated 3 or Rated 4 standards.
Power infrastructure	Includes high-capacity transformers, diesel generator sets (DGs), Uninterruptible Power Supply (UPS) systems, HT/LT panels, and redundant power supply architecture to ensure uninterrupted operations.
Cooling systems	Precision cooling solutions include chillers, CRAC/CRAH units, and HVAC systems tailored to support high-density computing environments.
IT and network infrastructure	Initial provisioning of server racks, storage systems, switches, routers, and cabling infrastructure.
Building Management Systems (BMS)	BMS installation to monitor and control critical infrastructure such as power, cooling, and security to ensure optimal performance and uptime.
Security systems	Physical and digital security systems including biometric access controls, surveillance systems (CCTV), fire detection and suppression systems
Compliance and certification	Expenditure on obtaining industry certifications such as ISO 27001, Uptime Institute Rating Certifications, and compliance with regulatory and safety norms.

Source: C&W Research

2. Operating expenses (OpEx)

Operating expenses (OpEx) comprises the costs incurred to operate and maintain the data center facility post-commissioning. These typically include:

Equipment and material cost (admin and soft service material)	Refers to consumables and non-IT materials required for day-to-day administration and upkeep, including cleaning supplies, stationery, and soft service tools. Assumed Equipment: Transformers, generators, Static UPS, CRAC, FWU, Chiller, Cooling tower, etc.
Power consumption and electricity	Largest operational expense for data centers due to the continuous power required for servers, cooling systems, and infrastructure uptime
Preventive maintenance	Periodic servicing of the core and shell and machines (electrical, mechanical, HVAC, fire protection, and security systems) to ensure uninterrupted performance and reduce risk of failure.
Insurance	Premiums for insuring physical assets, infrastructure, cyber liability, business continuity risks, and natural disaster coverage.
Other utilities	Includes water, gas (if applicable), sewage treatment, and other minor utilities that support facility operations beyond electricity.
Health, safety and environment (HSE)	Expenditure on maintaining workplace safety standards, compliance with environmental norms, and regular training or audits under ESG goals.
Finance	Comprises bank charges, transaction processing fees, interest on operational borrowings (if any), and related financial services.

Manpower cost	Security staff cost are costs related to personnel who provide security and safety of the premises. security officer, supervisor and guard – main entry / exit gates, floors, parking / traffic, fire guard etc.
	Administrative staff cost includes senior staff members to look after the facility at an administrative level for soft, technical and security functions. e.g., Sr. Facility Manager (Team Lead), Site Lead, Technical Manager, Senior Manager - Soft Services and Senior Security Officer etc.
	Soft services staff cost are costs for staff handling non-technical support services that keep the environment clean, pleasant, and functional. e.g., Housekeeping/cleaning staff, Pantry and cafeteria staff, Receptionists, Mailroom staff, Landscaping/gardening staff
	Technical staff cost are costs for staff responsible for maintaining the technical infrastructure of the building or data center. e.g., Electricians, HVAC (cooling/air conditioning) technicians, mechanical Maintenance staff, BMS (Building Management System) operators, DG operators etc
Miscellaneous	Covers incidental operational costs not classified under other heads, such as minor repairs, travel, or unforeseen service charges.

Source: C&W Research

2.1.5.9 IRR and RoCE of a data center (illustrative)

Key assumptions for data center	
Type	<i>Pure-play colocation</i>
Rating	3
Region	<i>Suburban (Navi Mumbai)</i>
IT MW	50
Structure	G+8
Rack density	10 to 12 kW

	Unit	Year																					Cumulative	Per MW	
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21			
Capacity																									
Design capacity	MW	-	20.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0		
Sold capacity	MW	-	10.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0		
Capex	US\$ M	58.8	94.2	52.6	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	205.5	4.1
Gross Fixed Assets	US\$ M	58.8	153.0	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5		
Depreciation	US\$ M	1.3	7.2	10.7	10.7	10.7	10.7	10.7	10.7	10.7	10.7	10.7	10.7	10.7	10.7	10.1	4.8	1.3	1.3	1.3	1.3	1.3	1.3	167.4	3.3
Net Fixed Assets																									
Closing Net Assets	US\$ M	57.5	144.4	186.3	175.7	165.0	154.3	143.6	132.9	122.3	111.6	100.9	90.2	79.5	68.9	58.2	48.1	43.3	42.0	40.7	39.4	38.2			
Total Revenue	US\$ M	-	17.6	89.8	91.6	93.4	95.3	97.2	99.1	101.1	103.1	105.2	107.3	109.4	111.6	113.9	116.1	118.5	120.8	123.2	125.7	128.2		38.2	
Incremental Working Capital	US\$ M	-	1.9	7.9	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.3	0.3	0.3	0.3	0.3	0.3		14.1	
Costs																									
Direct Cost	US\$ M		2.1	2.8	3.9	4.2	4.5	4.8	5.1	5.4	5.8	6.2	6.6	7.0	7.5	8.0	8.6	9.2	9.8	10.5	11.2	12.0		135.0	2.7
Indirect Cost	US\$ M	-	2.7	3.5	2.1	2.1	2.0	1.9	1.8	1.8	1.7	1.7	1.6	1.5	1.5	1.4	1.4	1.3	1.3	1.2	1.2	1.2		35.0	0.7
Total Direct + Indirect Cost	US\$ M		4.8	6.3	6.0	6.2	6.4	6.7	6.9	7.2	7.5	7.8	8.2	8.6	9.0	9.5	10.0	10.5	11.1	11.7	12.4	13.2		169.9	3.4
Total Direct + Indirect Cost as % of revenue	%		49.0%	12.6%	11.9%	12.0%	12.2%	12.4%	12.6%	12.8%	13.1%	13.4%	13.8%	14.1%	14.5%	15.0%	15.5%	16.0%	16.6%	17.2%	17.9%	18.6%		14.8%	
Power Cost	US\$ M	-	7.3	37.3	38.0	38.8	39.6	40.4	41.2	42.0	42.9	43.7	44.6	45.5	46.4	47.3	48.3	49.2	50.2	51.2	52.2	53.3			
EBITDA	US\$ M	-	5.5	46.2	47.5	48.4	49.3	50.1	51.0	51.9	52.8	53.7	54.5	55.4	56.3	57.1	57.9	58.7	59.5	60.3	61.0	61.8		1,038.9	20.8
EBITDA margin	%	-	31.3%	51.5%	51.8%	51.8%	51.7%	51.6%	51.5%	51.3%	51.2%	51.0%	50.8%	50.6%	50.4%	50.1%	49.9%	49.6%	49.3%	48.9%	48.6%	48.2%			
Yield (EBITDA / Avg. Gross fixed assets)	%	-	5.2%	25.8%	23.1%	23.5%	24.0%	24.4%	24.8%	25.3%	25.7%	26.1%	26.5%	27.0%	27.4%	27.8%	28.2%	28.6%	29.0%	29.3%	29.7%	30.0%			
EBIT	US\$ M	(1.3)	(1.7)	35.5	36.8	37.7	38.6	39.5	40.3	41.2	42.1	43.0	43.9	44.7	45.6	46.4	47.8	53.9	58.2	59.0	59.8	60.5		871.5	17.4
Avg. Net fixed assets	US\$ M	57.5	101.0	165.4	181.0	170.3	159.6	149.0	138.3	127.6	116.9	106.2	95.6	84.9	74.2	63.5	53.1	45.7	42.6	41.4	40.1	38.8			
RoCE on Net fixed assets	%	(2%)	(2%)	21%	20%	22%	24%	26%	29%	32%	36%	40%	46%	53%	61%	73%	90%	118%	137%	143%	149%	156%			
Avg. Gross fixed assets	US\$ M	58.8	105.9	179.3	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5	205.5			
RoCE on Gross fixed assets	%	(2%)	(2%)	20%	18%	18%	19%	19%	20%	20%	20%	21%	21%	22%	22%	23%	23%	26%	28%	29%	29%	29%			
FCFF*	US\$ M	(58.8)	(88.7)	(6.4)	47.5	48.4	49.3	50.1	51.0	51.9	52.8	53.7	54.5	55.4	56.3	57.1	57.9	58.7	59.5	60.3	61.0	114.0		885.6	17.7
Pre-tax IRR (during FY25-45)	%																							24.1%	
FCFF**	US\$ M	(58.5)	(90.2)	(23.2)	38.0	38.7	39.3	40.0	40.7	41.3	42.0	42.6	43.3	43.9	44.5	45.2	45.6	44.9	44.6	45.2	45.7	98.5		652.1	18.5%
Unlevered IRR (post-tax) (during FY25-45)	%																							18.5%	

Note(s): *(EBITDA – Capex); **(Post-tax EBIT + Depreciation – Capex – Changes in incremental working capital), 1 US\$ = INR 83.67

Source(s): Lattice analysis

	Unit	Year																				Cumulative	Per MW		
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20			21	
Capacity																									
Design capacity	MW	-	20.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0		
Sold capacity	MW	-	10.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0	50.0		
Capex	INRM	4,920.0	7,878.8	4,399.2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	17,197.9	344.0
Gross Fixed Assets	INRM	4,920.0	12,798.8	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9		
Depreciation	INRM	112.3	600.4	893.7	893.7	893.7	893.7	893.7	893.7	893.7	893.7	893.7	893.7	893.7	893.7	845.7	400.4	107.1	107.1	107.1	107.1	107.1	107.1	14,065.1	280.1
Net Fixed Assets																									
Closing Net Assets	INRM	4,807.7	12,086.1	15,591.6	14,697.9	13,804.2	12,910.6	12,016.9	11,123.2	10,229.5	9,335.9	8,442.2	7,548.5	6,654.9	5,761.2	4,867.5	4,021.8	3,621.4	3,514.3	3,407.1	3,300.0	3,192.9			
Total Revenue	INRM	-	1,472.9	7,511.7	7,661.9	7,815.2	7,971.5	8,130.9	8,293.5	8,459.4	8,628.6	8,801.1	8,977.2	9,156.7	9,339.8	9,526.6	9,717.2	9,911.5	10,109.7	10,311.9	10,518.2	10,728.5			
Incremental Working Capital	INRM	-	161.4	661.8	16.5	16.8	17.1	17.5	17.8	18.2	18.5	18.9	19.3	19.7	20.1	20.5	20.9	21.3	21.7	22.2	22.6	23.1			
Costs																									
Direct Cost	INRM	-	174.0	231.2	328.2	349.7	372.8	397.5	423.9	452.3	482.7	515.2	550.2	587.7	627.9	671.1	717.4	767.2	820.7	878.1	939.8	1,006.1	11,293.6	225.9	
Indirect Cost	INRM	-	225.9	294.3	177.9	171.6	165.6	159.8	154.2	148.8	143.6	138.5	133.7	129.0	124.5	120.1	115.9	111.8	107.9	104.1	100.4	96.9	2,924.5	58.5	
Total Direct + Indirect Cost	INRM	-	399.9	525.5	506.1	521.4	538.4	557.3	578.1	601.1	626.2	653.8	683.9	716.7	752.4	791.2	833.3	879.0	928.5	982.2	1,040.2	1,103.0	14,218.1	284.4	
<i>Total Direct + Indirect Cost as % of revenue</i>	%	-	49.0%	12.6%	11.9%	12.0%	12.2%	12.4%	12.6%	12.8%	13.1%	13.4%	13.8%	14.1%	14.5%	15.0%	15.5%	16.0%	16.6%	17.2%	17.9%	18.6%	14.8%		
Power Cost	INRM	-	612.0	3,121.2	3,183.6	3,247.3	3,312.2	3,378.5	3,446.1	3,515.0	3,585.3	3,657.0	3,730.1	3,804.7	3,880.8	3,958.4	4,037.6	4,118.4	4,200.7	4,284.7	4,370.4	4,457.8			
EBITDA	INRM	-	460.9	3,865.0	3,972.2	4,046.5	4,120.8	4,195.1	4,269.3	4,343.3	4,417.1	4,490.4	4,563.2	4,635.3	4,706.7	4,777.0	4,846.3	4,914.1	4,980.5	5,045.0	5,107.5	5,167.7	86,924.0	1,738.5	
<i>EBITDA margin</i>	%	-	31.3%	51.5%	51.8%	51.8%	51.7%	51.6%	51.5%	51.3%	51.2%	51.0%	50.8%	50.6%	50.4%	50.1%	49.9%	49.6%	49.3%	48.9%	48.6%	48.2%			
<i>Yield (EBITDA / Avg. Gross fixed assets)</i>	%	-	5.2%	25.8%	23.1%	23.5%	24.0%	24.4%	24.8%	25.3%	25.7%	26.1%	26.5%	27.0%	27.4%	27.8%	28.2%	28.6%	29.0%	29.3%	29.7%	30.0%			
EBIT	INRM	(112.3)	(139.5)	2,971.3	3,078.5	3,152.8	3,227.1	3,301.5	3,375.7	3,449.7	3,523.4	3,596.7	3,669.5	3,741.6	3,813.0	3,883.4	4,000.6	4,513.7	4,873.3	4,937.9	5,000.4	5,060.6	72,918.9	1,458.4	
Avg. Net fixed assets	INRM	4,807.7	8,446.9	13,838.8	15,144.7	14,251.1	13,357.4	12,463.7	11,570.0	10,676.4	9,782.7	8,889.0	7,995.4	7,101.7	6,208.0	5,314.4	4,444.7	3,821.6	3,567.9	3,460.7	3,353.6	3,246.4			
RoCE on Net fixed assets	%	(2%)	(2%)	21%	20%	22%	24%	26%	29%	32%	36%	40%	46%	53%	61%	73%	90%	118%	137%	143%	149%	156%			
Avg. Gross fixed assets	INRM	4,920.0	8,859.4	14,998.3	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9	17,197.9			
RoCE on Gross fixed assets	%	(2%)	(2%)	20%	18%	18%	19%	19%	20%	20%	20%	21%	21%	22%	22%	23%	23%	26%	28%	29%	29%	29%			
FCFF*	INRM	(4,920.0)	(7,417.8)	(534.2)	3,972.2	4,046.5	4,120.8	4,195.1	4,269.3	4,343.3	4,417.1	4,490.4	4,563.2	4,635.3	4,706.7	4,777.0	4,846.3	4,914.1	4,980.5	5,045.0	5,107.5	9,536.3	74,094.7	1,481.9	
<i>Pre-tax IRR (during FY25-45)</i>	%																						24.1%		
FCFF**	INRM	(4,891.7)	(7,544.1)	(1,943.9)	3,180.9	3,236.1	3,291.4	3,346.7	3,401.9	3,456.9	3,511.7	3,566.2	3,620.3	3,673.9	3,726.9	3,779.1	3,818.4	3,756.7	3,732.1	3,780.0	3,826.3	8,239.5	54,565.2		
<i>Unlevered IRR (post-tax) (during FY25-45)</i>	%																						18.5%		

Note(s): *(EBITDA – Capex); **(Post-tax EBIT + Depreciation – Capex – Changes in incremental working capital)

Source(s): 11Lattice analysis

The data center business model is characterized by high upfront capital deployment followed by long-term annuity-like revenue cash flows. Accordingly, Return on Capital Employed (RoCE) and Internal Rate of Return (IRR) follow a gradual but structurally improving trend over the project lifecycle.

- **RoCE** begins at modest levels during the initial ramp-up phase, when capacity utilization is low and fixed costs weigh heavily on earnings. However, as occupancy improves and the facility nears stabilization, operating leverage comes into play, driving RoCE meaningfully higher. Importantly, direct costs as a share of revenue remain relatively stable over time, rising modestly year-on-year, ensuring that profitability is not materially diluted. RoCE is further supported by limited reinvestment requirements post-commissioning and high-margin recurring revenue from contracted clients.
- **IRR** reflects the time-weighted cash flow profile of the project. It remains muted in the early years due to significant capital outflows and staggered revenue inflow. However, once the asset stabilizes and generates consistent free cash flow, IRR improves materially.

Overall, the combination of front-ended CapEx, predictable long-term revenues, and margin expansion underpins a strong and improving return profile, with **RoCE maturing over time and IRR converging to reflect the long-term value creation** inherent in the data center operating model.

Limitations and assumptions:

The RoCE and IRR presented are based on a representative case of a 50 MW, G+8, Rated-3 data center in suburban Navi Mumbai, with 10–12 kW rack density. These are indicative estimates meant to illustrate how returns mature over a data center’s lifecycle. Key assumptions and caveats:

- **Illustrative:** Returns vary by project size, location, client mix, and ramp-up trajectory.
- **Static environment:** Assumes constant technology, tariffs, and regulatory norms (ceteris paribus). Real-world deviations are likely.
- **CapEx / OpEx benchmarks:** Based on current cost levels; future inflation or input price changes may impact economics.
 CapEx profile: A 50MW facility with total capital investment in the range of INR 17–18 billion (based on site specifications and technology configurations mentioned above). Land acquisition and shell construction generally account for 25–30% of total project cost, concentrated in the first 12–18 months. Power-based building (PBB) systems, primarily the gas-insulated substation (GIS) and associated high-voltage infrastructure, contribute 4–6%. The largest share, 60–65%, is attributable to power-optimized design (POD) fit-outs, including electrical, mechanical and cooling systems, fire suppression and life safety systems, building management systems, security systems, interior finishes, professional fees, and other soft costs. POD investments are phased in line with capacity build-out and client onboarding, ensuring capital efficiency and aligning major expenditure with revenue visibility.

CapEx components	% share of CapEx
Land	25-30%
Shell	
PBB (Power-based building)	4-6%
POD (Power optimized design)	60-65%

- **Land area:** Land size considered is 4 acres.
- **Financing excluded:** Model reflects asset-level returns without incorporating capital structure or funding costs.
- **Occupancy ramp risk:** Assumes base case utilization; delays or underutilization can depress early-year RoCE.

- **Lifecycle IRR view:** Returns assume long-term hold; early exits or monetization events may yield different outcomes.
- **Sector evolution:** The data center industry in India is nascent and evolving; long-term performance is subject to change.
- **Depreciation:** Straight-line method of depreciation used (implied depreciation rate of 6%); Useful life taken to calculate depreciation:
 - Shell: 28 years
 - PBB: 15 years
 - POD: 15 years
- For FCFE, working capital and residual book value of assets have been added back at terminal year of project, i.e., year 21.

Sensitivity of IRR to capital expenditure assumptions

Return metrics for data center investments are sensitive to upfront capital expenditure, given the high fixed cost nature of the asset class. Variations in capital expenditure per MW can lead to meaningful shifts in project-level returns, especially in long-duration, capacity-led business models.

In our representative scenario of a 50 MW Rated-3 colocation facility in suburban Navi Mumbai, at a capital expenditure of approximately INR 344 million per MW, the project is estimated to generate a post-tax unlevered IRR of 18.5% over the project lifecycle. When capital expenditure increases to approximately INR 380 million per MW (approximately 10% higher), the IRR is estimated to adjust to 16.8% (the pre-tax IRR is estimated to moderate to 21.8% from 24.1%).

This reflects the natural sensitivity of IRR to capital intensity, reinforcing the importance of maintaining cost efficiency and disciplined project execution.

Key drivers of RoCE and IRR

Comparison across peers (Fiscal 2025)			
Player	Headquarters	Revenue (INR million / MW)	EBITDA (INR million) / MW
Global REIT player 1*	United States of America	407.77	194.89
Global REIT player 2*	United States of America	172.14	78.80
APAC Listed player**	Australia	113.06	52.93

* Calendar2024 has been considered as Fiscal 2025; USD1 = INR 83.67

** Australian financial year (Jul '23-Jun '24) has been considered as Fiscal 2024, respectively; AUD1 = INR 55.02

The return profile of a data center is shaped by a mix of operational, financial, and strategic factors. Below are the key financial drivers that influence RoCE and IRR outcomes over the asset lifecycle:

Revenue per MW

- Higher revenue per MW, as observed in mature or Tier-1 markets (e.g., Global REITs), often reflects premium pricing power, strong customer stickiness, and advanced value-added services (interconnection, cloud on-ramps, managed hosting)
- In India, revenue per MW may initially be lower but is expected to improve with ecosystem development, digital demand growth, and customer mix shift toward high-density workloads (AI, hyperscale cloud, BFSI)

EBITDA per MW

- EBITDA per MW is a strong indicator of operating leverage and cost efficiency.
- Operators with higher fixed cost absorption, standardized builds, and economies of scale tend to exhibit higher EBITDA per MW.

- For example, global players benefit from multi-tenant campuses and global procurement scale, boosting EBITDA retention.

Overall, well-executed data center projects in India combine the resilience of infrastructure assets with the growth potential of a digital economy in expansion mode. High-margin contracted revenues, low reinvestment needs, and rising demand for advanced workloads make them compelling long-term value creators in a market poised for sustained acceleration.

2.2 Technology aspects of data centers and impact of AI

Data centers host servers, networking equipment, and storage systems that allow for data processing, storage, and connectivity. They depend on technologies like high-speed fiber optics, efficient power and cooling systems, and virtualization to maintain performance and scalability. As AI use increases, the profile of data centers is set to change. AI will help reduce energy usage, automate regular maintenance, improve cybersecurity, and handle workloads more effectively. This change will boost operational efficiency and meet the rising demand for real-time, data-heavy applications.

2.2.1 Overview of impact of AI on data centers

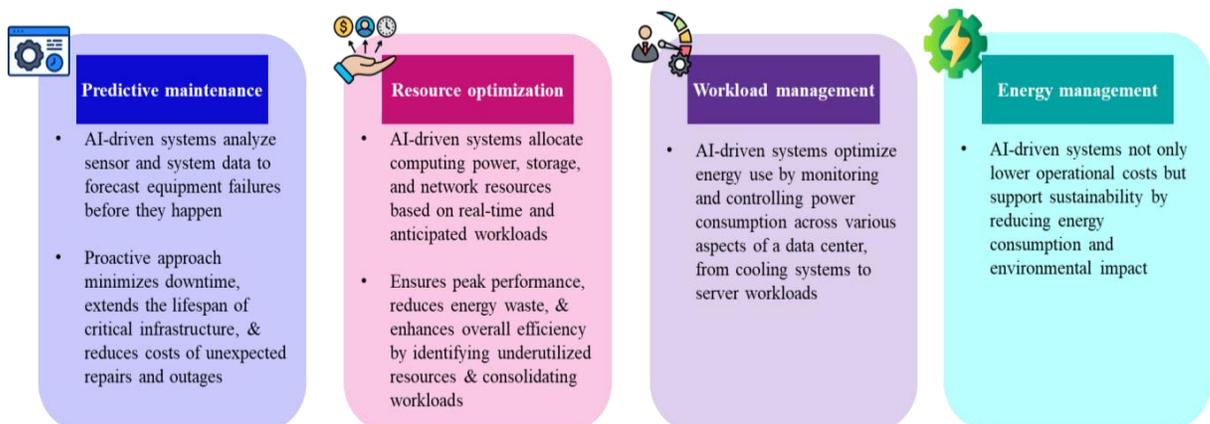
The rapid evolution of data centers is being driven by the increasing demands of digital infrastructure and the rise of AI-driven workloads. Generative AI requires high-density GPUs and specialized compute infrastructure, significantly amplifying the need for advanced data center capabilities. To meet these demands efficiently, AI-powered automation is transforming data center operations, enhancing efficiency, optimizing resource management, and reducing costs.

AI-driven predictive analytics plays a crucial role in optimizing power usage, storage allocation, and cooling systems. Modern computing workloads generate substantial heat due to the intensive processing requirements of GPUs. Server-class CPUs typically consume 85 W or more under load, while high-end GPUs like the NVIDIA A100 can draw between 300 and 400 W each, with both often reaching temperatures of 80–95°C. This makes advanced liquid cooling solutions essential. AI-powered cooling systems help mitigate energy consumption, as demonstrated by Google’s AI-driven cooling optimization, which reduced costs by 40%.

The CPU, with its millions of transistors, serves as the backbone of modern computing, executing commands and processing tasks across computers, servers, and operating systems. It excels in workloads that demand low latency and high single-core performance. In contrast, GPUs are specialized processors with multiple smaller cores, enabling parallel processing and high-speed image computation. This architecture makes GPUs essential for accelerating AI workloads, particularly in real-time applications. To meet the increasing demands of deep learning and AI-driven computations, cloud providers have also developed custom AI chips alongside traditional GPUs.

The rapid adoption of GPUs and TPUs in data centers reflects the growing need for specialized hardware that can efficiently handle AI workloads, delivering superior performance and scalability. In this evolving landscape, data center providers are investing heavily in specialized infrastructure and obtaining industry certifications to demonstrate their capability to handle next-generation AI workloads. SISL has earned AI-related certifications like NVIDIA’s DGX-Ready data center certification, reinforcing its readiness to support AI-driven workloads. By expanding on these existing facilities Sify is positioned to capitalize on the anticipated demand for AI infrastructure, which is expected to contribute 15-20% of overall data center workloads by 2030.

Core functions of AI in data centers



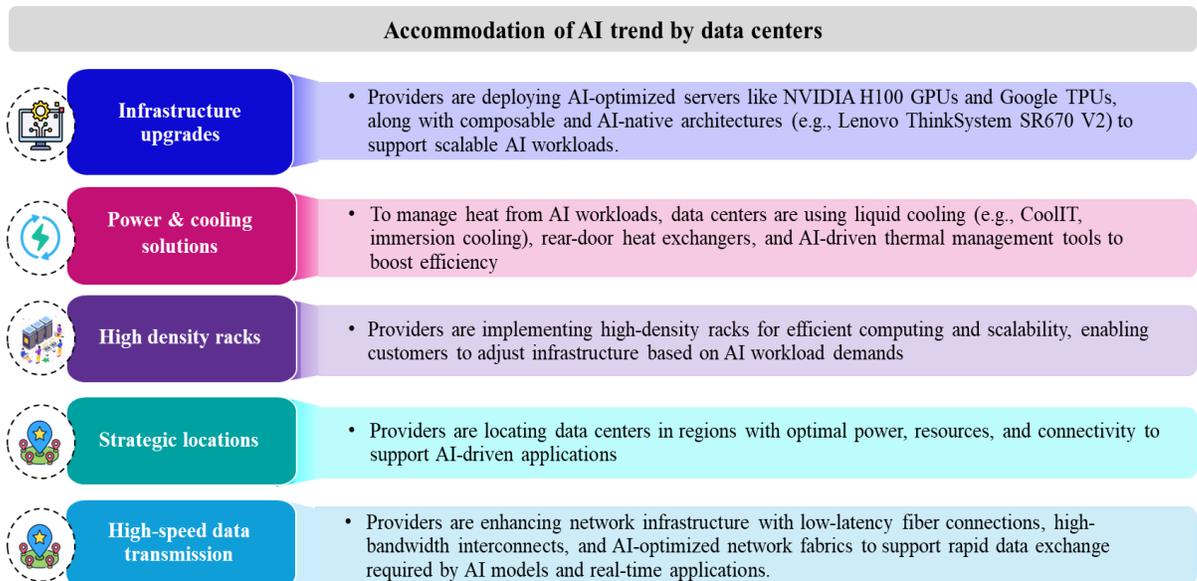
Source(s): Industry reports, News articles, 1.Lattice analysis

Key impacts of AI on data center operations

- **Efficiency improvements:** AI significantly enhances data center efficiency, particularly in energy management, cooling, and resource allocation.
 - By analyzing real-time data, AI dynamically adjusts cooling systems, ensuring only the required energy is used to maintain ideal temperatures.
 - This precise regulation not only reduces energy consumption but also extends hardware lifespan by preventing heat wastage.
- **Cost reduction:** AI-powered data centers drive substantial cost savings through predictive maintenance and energy efficiency.
 - Beyond cooling, AI optimizes resource utilization by continuously monitoring workloads and anticipating future demands.
 - This enables efficient allocation of servers, storage, and network resources, maximizing performance while minimizing waste.
 - By analyzing sensor data, AI identifies potential equipment failures in advance, preventing downtime and reducing expensive repairs.
 - Additionally, AI-driven energy optimization lowers costs by dynamically adjusting power consumption based on real-time monitoring, scaling energy use as needed, and consolidating workloads. For example, Google reported that its AI-enabled cooling and hardware management system resulted in over 30% operational cost savings. Google DeepMind’s AI algorithms optimized cooling systems, achieving a 40% reduction in energy consumption.
- **Enhanced security:** AI-powered systems analyze vast amounts of data in real-time, quickly identifying anomalies that may signal security threats. These systems continuously learn from past incidents, improving their ability to detect and respond to threats effectively. AI automates security responses, enabling faster reactions to breaches. When a threat is detected, AI can immediately trigger protocols like isolating systems or alerting administrators. This rapid response significantly reduces the risk of data breaches, making AI crucial for maintaining data center security.

Accommodating the AI trend

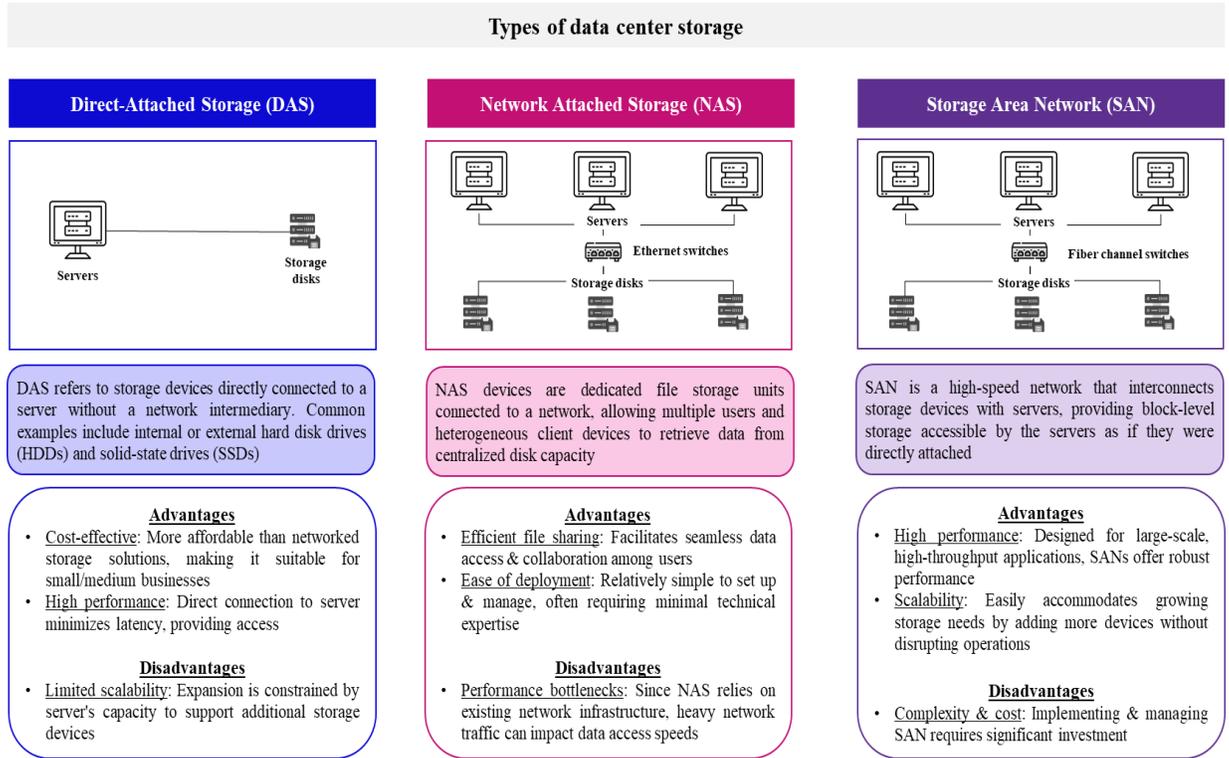
To accommodate the rising trend of AI, data centers are taking various steps:



Source(s): ILLattice analysis

2.2.1.1 Storage solutions for data centers

Data center storage infrastructure encompasses the hardware, software, policies, and procedures designed to manage and safeguard data. This infrastructure ensures efficient data storage, retrieval, and protection, aligning with organizational needs and compliance requirements.



Source(s): Industry reports, Government websites, 1Lattice analysis

2.2.1.2 Data center design unique elements

As AI workloads increasingly shape data center usage, demand for capacity is expected to rise steadily prompting a shift from traditional design paradigms toward infrastructure that can support higher computing power, greater rack density, increased energy consumption, advanced cooling systems, and enhanced operational agility. Following are the unique elements shaping the architectural and physical design of modern data centers, especially those optimized for AI-driven applications.

High-density power and cooling requirements:

Demand for higher power densities: AI workloads, especially those involving deep learning, demand significantly higher power densities. Traditional CPU-powered data centers operate at around 12 kW per rack, whereas AI workloads can exceed 40 kW per rack and are projected to double within 1-2 years.

Advanced cooling solutions: To manage the substantial heat generated, data centers are adopting advanced cooling solutions. Liquid cooling systems, such as direct-to-chip and immersion cooling, are becoming essential to maintain optimal operating temperatures.

Resilience and redundancy in environmental systems:

Agile redundancy strategies: The rise of AI-driven workloads challenges traditional power models, prompting organizations to explore agile redundancy strategies that prioritize efficiency without compromising reliability.

Multi-layered cooling redundancy: To prevent failures, AI-optimized data centers use multiple cooling systems running in parallel. If one system encounters an issue, others automatically take over, reducing the risk of overheating.

Flexible, scalable rack layouts:

Modular rack designs: AI data centers are implementing modular and flexible rack designs to accommodate the rapid evolution of hardware and varying AI workloads, allowing for the addition of more servers or components as needed without significant overhauls.

Optimized network architecture and cabling design:

High-density cabling: AI servers require much greater cabling density, with up to 4-5 times more fiber connections compared to traditional servers. This maximizes performance and minimizes latency, crucial for AI workloads.

Zonal and modular design principles:

Zonal architecture: Implementing zonal architecture allows segregation of workloads based on performance needs, separating AI/ML zones from general-purpose compute. This approach optimizes cost and energy efficiency.

Modular data centers: Modular designs enable rapid scaling and deployment, with prefabricated modules tailored for AI infrastructure. This flexibility supports the dynamic nature of AI workloads.

Sustainability by design:

Renewable energy integration: Given the energy-intensive nature of AI, sustainability is a design imperative. Data centers are integrating renewable energy sources, energy reuse systems, and carbon-aware workload scheduling to reduce their environmental impact.

Heat reuse: Innovative approaches, such as harnessing waste heat from data centers to warm homes via heat networks, are being explored to enhance sustainability.

2.2.2 Other operational efficiencies in data centers

Operational efficiency in a data center reflects its ability to deliver reliable, secure, and scalable services while optimizing resources and minimizing costs. Access to secure, uninterrupted power and energy efficiency are essential elements of the data center industry. Key pillars of data center operational efficiency include:

- **Data center uptime and reliability:** The uninterrupted availability of a data center for client operations is referred to as uptime. It's a critical metric that reflects the reliability, resilience, and performance of the facility. It is often quantified through uptime percentages exceeding 99.9%, although the actual uptime can vary depending on the data center tier used. This is achieved by implementing redundant systems for power, cooling, and network infrastructure.
- **Performance monitoring:** Monitoring is the process of collecting data about the various components of the data center infrastructure, including servers, storage devices, and network components. Threshold-based alerts and regular tuning cycles ensure optimal performance and minimal service disruptions. The systems monitored include:
 - Power sources: UPS (batteries, fuses/breakers, transfer switches), power generators (voltage, fuel level, temperature, oil level, etc.), utility grid
 - Power distribution (rack and floor power distribution units, remote power panels, rack automatic transfer switches, busways)
 - HVAC (heating, ventilation, and air conditioning, CRAC units, etc.)
 - Environmental sensors (temperature, humidity, airflow)
 - Physical security (smoke/fire detectors, doors, door locks, access control units, cameras, etc.)
- **Security surveillance system:** Data center security systems encompass a comprehensive set of measures and technologies designed to protect the physical infrastructure, digital assets, and operations within a data center facility. A robust system includes layered physical and cyber protections such as biometric access control, 24/7 video surveillance, and intrusion detection. It also incorporates fire suppression, environmental monitoring, and advanced network security measures like firewalls and encryption. These integrated components work in unison to ensure continuous, secure, and resilient operations. By defending against physical breaches, cyber threats, and environmental hazards, a strong data center security system minimizes downtime and data loss while ensuring regulatory compliance, business continuity, operational efficiency and client trust. Cybersecurity is especially critical, requiring adherence to industry-recognized frameworks and certifications such as ISO/IEC 27001, SOC 2, and PCI DSS to demonstrate a commitment to data integrity, confidentiality, and risk mitigation.

- **Carrier neutrality:** Carrier neutrality is a key enabler of operational efficiency in data centers. By offering a fully carrier-neutral environment, data centers empower businesses with access to multiple connectivity providers, allowing for strategic flexibility and optimized cost management. This multi-carrier model supports:
 - Redundancy and reliability: Ensures uninterrupted connectivity and optimal uptime through diversified network paths
 - Cost-efficiency: Encourages competitive pricing among providers, reducing overall network expenses
 - Scalable connectivity: Allows businesses to easily scale their interconnection needs based on growth or workload shifts
 - Business agility: Facilitates seamless transitions between providers without physical infrastructure changes

This model enhances network resilience, reduces operational risk, and offers flexibility for client-specific network needs.

- **Power and cooling efficiency:** Energy consumption significantly impacts data center operational costs. Efficient components like Power Distribution Units (PDUs) and Uninterruptible Power Supplies (UPS) are vital for effective energy management. Implementing advanced cooling techniques, such as liquid cooling, can enhance heat dissipation and reduce energy usage. Metrics like Power Usage Effectiveness (PUE) are utilized to assess and optimize energy efficiency. However, with growing emphasis on environmental sustainability, additional metrics such as Carbon Usage Effectiveness (CUE) and Water Usage Effectiveness (WUE) have become increasingly important. CUE measures the carbon emissions associated with data center operations, providing insights into the environmental impact of energy sources used. WUE, on the other hand, evaluates the amount of water used for cooling and other processes, promoting responsible water consumption. Additionally, AI-powered tools are increasingly employed to automate and fine-tune power and cooling systems in real-time, contributing to more sustainable and cost-effective data center operations.
- **Business and analytics enablement:** Integrating advanced analytics and AI-driven power management systems into data center operations significantly enhances efficiency. These technologies enable real-time monitoring and predictive maintenance, leading to optimized energy consumption and reduced operational costs. By leveraging data analytics, data centers can proactively address challenges, improve reliability, and support sustainable growth.

2.2.3 Technology trends in data centers

2.2.3.1 Software-defined infrastructure (SDI) in data centers

SDI is transforming data centers by virtualizing and automating core infrastructure components, compute, storage, and networking. It enables dynamic resource allocation through centralized software control, reducing reliance on proprietary hardware. Unlike traditional infrastructure, SDI offers greater scalability, flexibility, and operational efficiency by automating provisioning, monitoring, and management tasks.

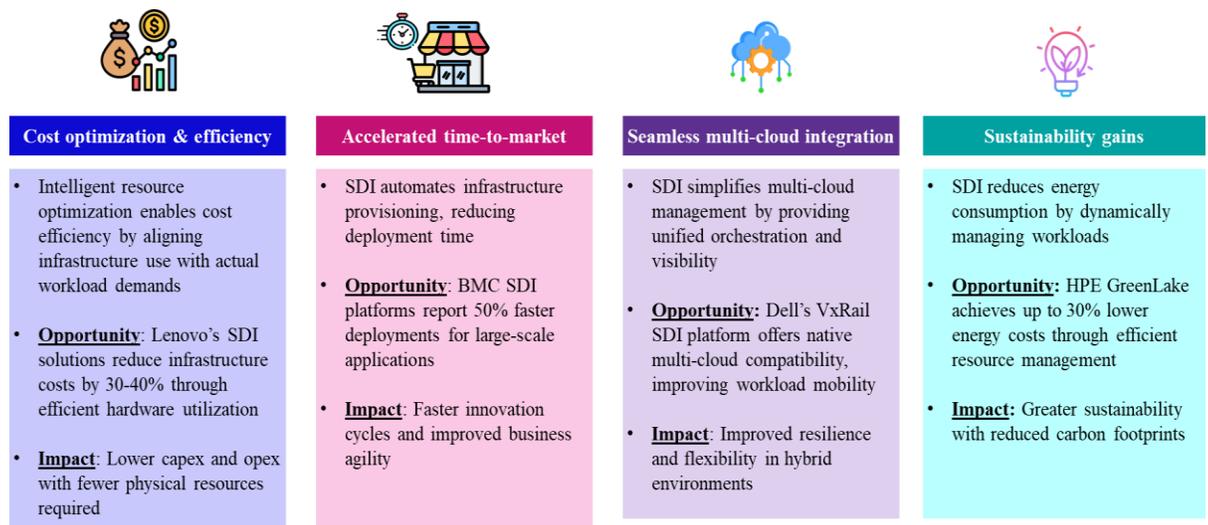
VMware Cloud Foundation and Google's Kubernetes born from its internal Borg system demonstrate the power of SDI in enabling large-scale automation and orchestration.

Key considerations in the SDI landscape

	Hardware vendor displacement	Data center consolidation	Security and compliance challenges	Workforce transformation
Description	SDI reduces reliance on proprietary hardware by enabling commodity hardware management through software	SDI enables resource pooling and workload mobility, reducing the need for physical servers	Centralized control planes in SDI create larger attack surfaces, making them targets for cyberattacks	SDI demands DevOps and automation skills, reducing the need for traditional infrastructure management roles
Example	Dell and Lenovo are shifting to software-driven models to avoid losing market share to cloud-native players	On-premises data centers are consolidating, with 30-40% fewer physical servers required	60% of SDI deployments will require enhanced zero-trust security models by 2026	20-25% workforce reductions in infrastructure management due to automation
Impact	Traditional hardware vendors face revenue compression as SDI adoption accelerates	Colocation providers face reduced demand, while cloud providers benefit from SDI-driven efficiencies	Increased demand for SDI-native security solutions to safeguard data integrity	IT professionals need to reskill in software and cloud orchestration

Source(s): Industry reports, News articles, ILattice analysis

Value proposition of SDI



Source(s): Industry reports, News articles, ILattice analysis

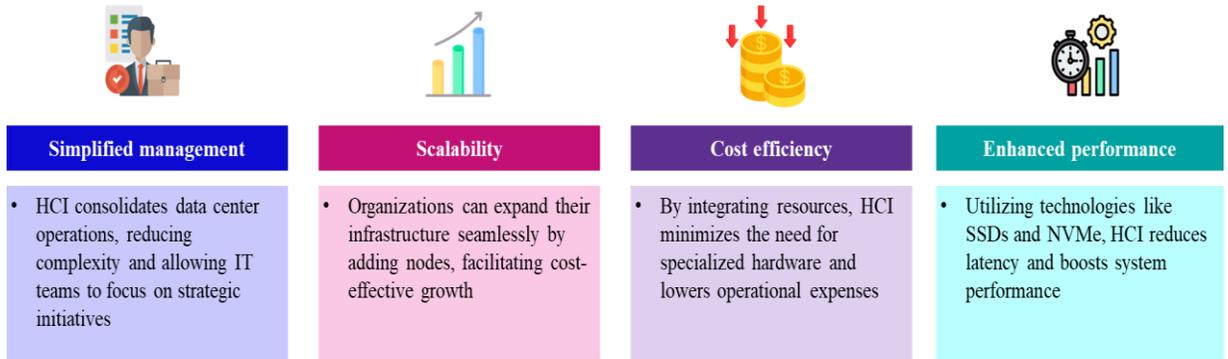
2.2.3.2 Hyperconverged systems

Hyperconverged systems (HCI) are becoming increasingly vital to modern data centers due to their ability to streamline operations, enhance scalability, and reduce costs. By integrating compute, storage, and networking into a single, software-defined solution, HCI eliminates the need for separate hardware components and complex management processes. This consolidation not only simplifies deployment and maintenance but also improves resource utilization and operational efficiency. Data centers benefit from faster provisioning, greater flexibility, and the ability to scale resources horizontally by simply adding more nodes. Moreover, HCI solutions are typically managed through a centralized interface, which enhances visibility and control while reducing the dependency on specialized IT teams for different infrastructure layers. As workloads grow increasingly dynamic and demand faster performance, especially in hybrid and multi-cloud environments, HCI offers the agility and resilience needed to support modern applications, making it a critical part of digital infrastructure transformation in data centers.

Key considerations in data centers:

- **Edge computing integration:** As edge computing grows, HCI's compact design positions it well for deployment in space-constrained environments.
- **AI and ML integration:** Incorporating AI into HCI enables predictive analytics and automation, optimizing resource allocation and maintenance.
- **Hybrid and multi-cloud environments:** HCI facilitates seamless integration between on-premises data centers and public clouds, supporting hybrid strategies.
- **Software-defined infrastructure:** The shift towards software-defined storage, networking, and compute offers greater flexibility but requires adaptation to new management paradigms.

Value proposition of hyperconverged systems



Source(s): Industry reports, News articles, 1.Lattice analysis

2.2.3.3 Quantum computing in data centers

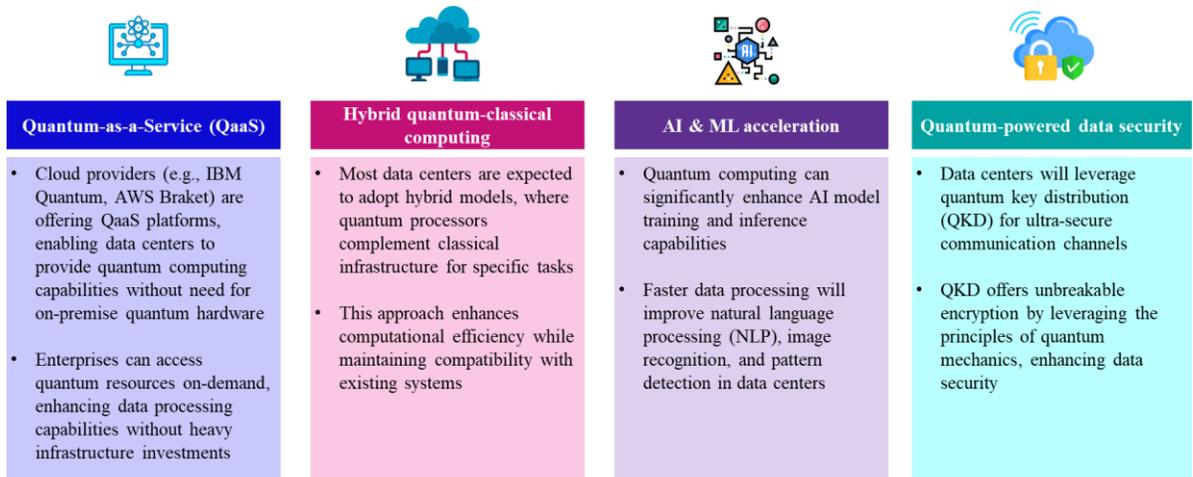
Quantum computing is an emerging technology with the potential to revolutionize data center operations by providing exponentially faster processing power compared to classical computing. Unlike traditional systems, which use binary bits (0s and 1s), quantum computers can analyze many possibilities at once. This is due to the unique way quantum systems are designed; they can hold and evaluate multiple potential outcomes in parallel, making them considerably faster for certain tasks.

Key considerations in data centers

Quantum computing has the potential to disrupt data center operations in several ways:

- **Faster data processing:** Quantum computers can handle huge amounts of data at once, speeding up tasks like AI training and system simulations. This also helps manage workloads better and reduces slowdowns.
- **Evolving cybersecurity landscape:** Quantum tech could break today's encryption, so data centers will need new, stronger security systems. New methods like post-quantum encryption and smart verification (like zero-knowledge proofs) will help keep data safe.
- **Improved simulation and modelling:** Quantum computing enables data centers to run complex simulations such as capacity planning, cooling optimization, or network traffic modelling. Quantum-enhanced digital twins (virtual replicas of infrastructure) can help to monitor infrastructure in real time, predict failures, and schedule preventive maintenance.
- **Reduced energy consumption:** By solving high-complexity problems more efficiently, quantum computing can lower the energy demands of data centers. It also reduces dependence on large-scale hardware, making operations more space- and energy-efficient.

Value proposition of quantum computing



Source(s): Industry reports, News articles, 1.Lattice analysis

2.2.4 Infrastructure requisites

2.2.4.1 IT infrastructure and hardware used

Racks are standardized housing units that organize and support servers and IT equipment within data centers. Data center capacity and sales are typically measured in "powered racks" - standardized units that provide structured mounting, power distribution, and cooling for multiple servers and networking equipment. Data centers require robust server and processor infrastructures to efficiently handle diverse workloads, including AI and machine learning tasks. Following are the types of servers and processors:

- **Servers:** Servers are the backbone of data centers, handling data processing, storage, and management. Available as tower, rack, or blade types, they are tailored for various workloads and scalability needs. By powering applications, cloud computing, and enterprise operations, high-performance servers ensure uptime, security, and reliability in modern IT infrastructure.

Particulars	Tower server	Rack server	Blade server
Definition	Standalone, upright servers resembling desktop towers	Compact, high-performance servers mounted in standardized racks	Compact servers that fit into a shared chassis with common power, cooling, and networking
Use case	Small to medium-sized businesses, some data centers	Data centers, enterprise environments	Large-scale data centers, high-performance computing
Computing tasks	<ul style="list-style-type: none"> • File storage • Hosting applications • Database management 	<ul style="list-style-type: none"> • Large-scale workloads • Virtualization • Web hosting 	<ul style="list-style-type: none"> • High-volume computing • Virtualization • Cloud services
Advantages	<ul style="list-style-type: none"> • Easy cooling • Good expandability • Lower noise levels 	<ul style="list-style-type: none"> • Space-efficient • Scalable • Easy to manage • High processing power 	<ul style="list-style-type: none"> • Maximum space efficiency • Reduced cabling complexity • Energy efficient • Easy scalability • Quick hardware upgrades
Disadvantages	<ul style="list-style-type: none"> • Takes up more space • Limited scalability • May need additional infrastructure 	<ul style="list-style-type: none"> • Generates more heat • Requires advanced cooling • Can be noisy 	<ul style="list-style-type: none"> • Requires specialized chassis • Higher upfront cost • More complex setup

Source(s): Industry reports, News articles, LLattice analysis

- **Processors:** Data centers utilize a variety of processors to meet diverse computational demands. The primary categories include:
 - **Central Processing Units (CPUs):** CPUs serve as the backbone of data centers, efficiently managing general-purpose tasks such as database processing, web hosting, and application execution
 - **Graphics Processing Units (GPUs):** GPUs excel at parallel processing, making them ideal for tasks like AI training, AI inference, and scientific simulations
 - **Data Processing Units (DPUs):** DPUs are specialized processors that handle data processing tasks, such as network and security functions, and offload tasks from CPUs and GPUs
 - Specialized accelerators: DPUs enhance efficiency in managing data-centric workloads within data centers

2.2.4.2 Cybersecurity infrastructure

Ensuring compliance strengthens data center security by mitigating cyber risks and protecting against breaches. It also enhances operational efficiency and reliability, building a resilient infrastructure fit for the digital age.

Some important data center compliance standards are:

- **ISO 27001:** ISO 27001 is a gold standard for information security management systems. It involves implementing comprehensive security controls, policies, and procedures and signifies a commitment to robust data security practices, instilling confidence in clients.
- **SSAE 16 and ISAE 3402:** These standards focus on controls and processes within a data center or service organization. SSAE 16 (Statement on Standards for Attestation Engagements No. 16) and ISAE 3402 (International Standard on Assurance Engagements No. 3402) provide transparency in data center operational integrity.

- **PCI DSS:** PCI DSS (Payment Card Industry Data Security Standard) compliance is non-negotiable for data centers processing payment card information. This standard ensures that stringent security measures are in place to protect sensitive financial data, prevent breaches, and safeguard credit card transactions.
- **HIPAA:** Compliance with the Health Insurance Portability and Accountability Act (HIPAA) is essential in the healthcare sector. HIPAA sets the standard for protecting sensitive patient health information.

Moreover, effective cybersecurity measures are essential to protect data centers from threats and ensure data integrity, and include:

<p style="text-align: center;">Firewalls</p>  <ul style="list-style-type: none"> • Acts as the first line of defence by monitoring and filtering incoming and outgoing traffic based on predefined security rules • Helps prevent unauthorized access and cyberattacks 	<p style="text-align: center;">Encryption</p>  <ul style="list-style-type: none"> • Protects sensitive data by converting it into unreadable code that can only be deciphered with an encryption key • Encryption should be applied both at rest and in transit to prevent data breaches 	<p style="text-align: center;">Regular security audits</p>  <ul style="list-style-type: none"> • Routine assessments identify vulnerabilities and ensure compliance with industry regulations and security best practices • These audits help organizations detect and mitigate risks before they can be exploited
<p style="text-align: center;">Virtual private networks (VPNs)</p>  <ul style="list-style-type: none"> • Securely encrypt remote connections to the data center, preventing unauthorized access and ensuring secure communication between users and infrastructure 	<p style="text-align: center;">Intrusion detection & prevention systems</p>  <ul style="list-style-type: none"> • Monitor network traffic for suspicious activities and automatically take action to prevent or mitigate attacks • IDS detects anomalies, while IPS proactively blocks malicious activity 	<p style="text-align: center;">Security information & event management</p>  <ul style="list-style-type: none"> • Aggregates & analyses security data from multiple sources in real time to detect threats, manage incident response, & ensure compliance

Source(s): Industry reports, News articles, ILattice analysis

3. Data center market dynamics

3.1 Global data center industry – scaling at an unprecedented pace

The global data center industry is experiencing unprecedented growth, driven by the exponential demand for digital services, cloud computing, and artificial intelligence (AI). As we progress through 2025, distinct trends and developments are emerging across the Americas, Asia-Pacific (APAC), and Europe, Middle East, and Africa (EMEA) regions, each contributing uniquely to the industry's expansion.

3.1.1 Regional comparison- Americas, APAC, and EMEA



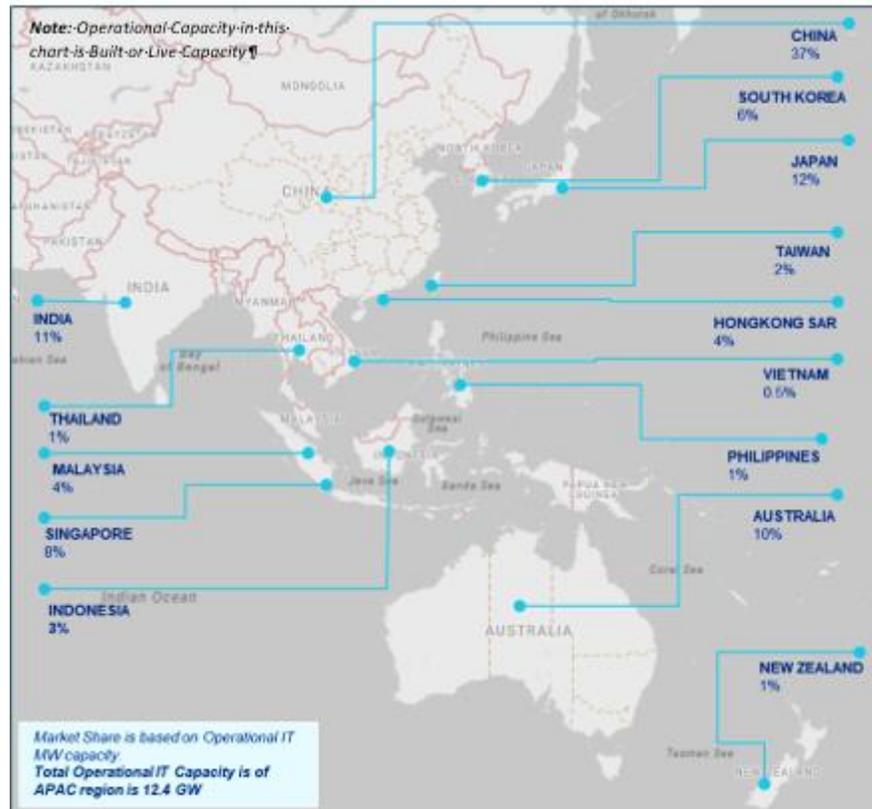
Regional comparison of data center industry - Americas, APAC and EMEA, as of March 31, 2025
 Source: C&W Research

Americas: In 2024, the Americas remain the dominant force in the global data center market, with the United States leading in hyperscale data center deployment accounting for approximately 40% of global data center revenue, driven by strong investments from tech giants such as Amazon Web Services (AWS), Microsoft Azure, and Google Cloud.⁴⁸

APAC: Countries such as India, Malaysia, Australia, and South Korea have contributed significantly to overall global growth, with India alone adding over 2.6 GW of upcoming supply in under construction and planned stages in the upcoming 3 to 5 years' time period. The region's rapid digitalization, increasing internet penetration, and government incentives for data localization are fueling this expansion.

EMEA: EMEA, while growing at a slower pace compared to APAC, remains a critical market due to its strategic location and regulatory frameworks. The region is seeing significant growth especially in key markets such as Germany, the United Kingdom, Spain, and the Netherlands.

The APAC region has surpassed 12 GW in total IT load capacity, driven by robust growth in countries like China, Japan, Australia, India and Singapore. They are the top 5 countries with the highest built capacity (MW) market share, together accounting for more than 78% of market share within APAC. India has emerged as a significant market, accounting for 11% market share, with its data center capacity reaching approximately 1,324 MW as of March 31, 2025 and projected to expand to approximately 1,684 MW by the end of 2025. This rapid growth is fueled by digital transformation, increased internet penetration, supportive government policies, and the adoption of AI. The chart below shows the capacity share by country in the APAC region.

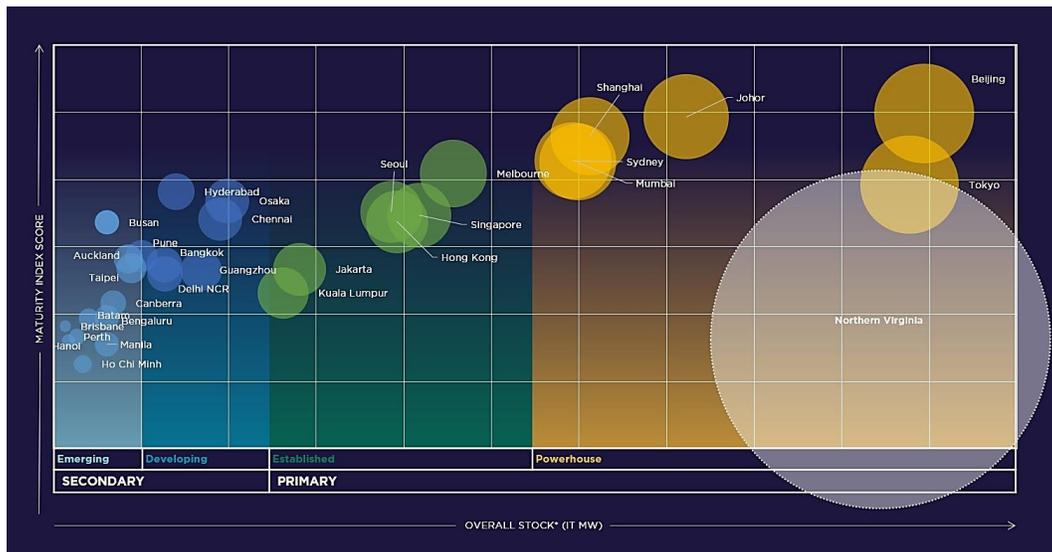


APAC data center country-wise market share (Built IT Capacity),
Source: C&W Research

3.1.2 APAC Maturity Index

The APAC data center market experienced significant growth in 2024, and an even sharper expansion is expected in 2025. Governments and enterprises across the region are accelerating investments in digital infrastructure, driven by the progressive onset of AI workload adoption, big data analytics, and edge computing. This surge in demand is prompting hyperscale CSPs to expand their regional footprint. Additionally, the widespread adoption of 5G technology and IoT is generating massive increase in data volumes, consequently increasing the need for low-latency processing capabilities closer to end-users. As markets continue to evolve and mature, the strong potential for investment and favorable returns has encouraged investors to deploy substantial capital into acquiring data center assets and businesses across the region. The market continues to witness new entrants from diverse sectors such as real estate, renewable power, infrastructure, original equipment manufacturers and others entering the data center business.

Cushman & Wakefield’s Maturity Index provides a statistical comparison of markets based on fifteen parameters, visually represented in the accompanying graph. It incorporates data on overall stock, including built, planned, and under-construction data centers. The methodology evaluates markets based on overall stock and vacancy, the presence of colocation players and hyperscalers and their build capacities.



Cushman & Wakefield APAC Maturity Index (As of March 31, 2025)

Source: C&W Research

- Overall stock of markets shown in this graph include Operational Under Construction and Planned Capacities

To enhance relevance and understanding of scale and dynamics, markets are categorized into the following four groups:

- **POWERHOUSE** markets—Beijing, Tokyo, Johor, Shanghai, Sydney, and Mumbai—are the largest in the APAC region, in terms of built capacity, operator presence, and growth potential. As of March 2025, these markets accounted for 52% of the total built capacity in APAC. While these powerhouse markets continue to rapidly add new capacity, other markets are also experiencing growth.
- **ESTABLISHED** markets—Seoul, Hong Kong, Singapore, Melbourne, Jakarta and Kuala Lumpur—have already created a strong foothold in the region, with most operators viewing these markets as strategically important for expansions. Together, these markets account for 22% of the region’s built capacity and 25% of the development pipeline.
- **DEVELOPING** markets—Osaka, Bangkok, Hyderabad, Chennai, Delhi, Pune, and Guangzhou—may have comparatively smaller live capacities, but they are seen as markets for future growth. The average capacity for this group of cities as of March 31, 2025 is 153 MW, accounting for only 7% of the built capacity.
- **EMERGING** markets—Busan, Auckland, Taipei, Canberra, Brisbane, Perth, Bengaluru, Manila, Ho Chi Minh City, Hanoi, and Batam—these 11 markets have a combined share in built capacity of 4-5% as of March 31, 2025.

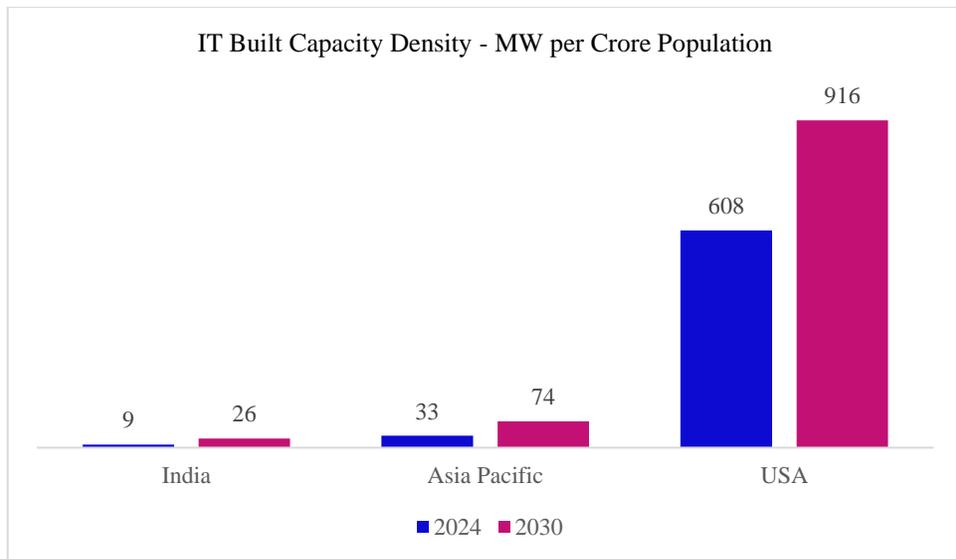
3.2 India’s growing presence in the global data center industry

India’s data center industry remains in an emerging stage when benchmarked against global leaders. The United States of America, for instance, has a built capacity of nearly 18 times greater than that of India, while China’s capacity is approximately 3.5 times larger. This significant gap highlights the substantial runway for growth in India’s data center market. Currently, India aligns more closely with the third tier of global markets—those with built capacities in the range of 1.3 to 1.6 GW—alongside countries such as Japan, Australia, and Canada. India’s under-construction and planned data center capacity over the next five years stands at approximately 2.7 GW with investments up to USD 20 billion,⁴⁹ underscoring sustained investor confidence in the country’s long-term data center growth trajectory. With the Indian data center market maturing, the promising investment potential and attractive returns are prompting investors to commit significant capital towards acquiring data center assets across the region.

Supply dynamics: India’s data center supply dynamics are shifting as digital acceleration post-COVID, hyperscale cloud expansion, data surges from social media and streaming platforms, rising demand for AI and High-Performance Computing, and data localization mandates drive unprecedented growth. Meanwhile, operators are increasingly turning to India to reduce geographical concentration and establish a balanced presence across both western and eastern hemispheres. With Western markets nearing saturation, India and the broader east offer significant headroom for expansion. India also positions itself as an attractive, incentive-rich destination—unlike more rigid markets such as Singapore, Vietnam, or Thailand, by offering policy-driven support and greater operational flexibility. Strategically, investing in India allows players to counter China’s digital dominance and strengthen control over the regional consumer data landscape.

India’s GDP and ICT investment correlation: Data centers are a critical component of the ICT ecosystem. Numerous studies have established a strong correlation between ICT infrastructure and GDP growth. Investments in ICT directly contribute to GDP by enhancing productivity and operational efficiency. Conversely, economic expansion drives the demand for more robust ICT infrastructure to sustain and support continued growth. At the end of Q1 2025, India emerged as the 4th largest GDP globally and is slated to be the 3rd largest economy by 2030, estimated to witness a growth of 45% in its GDP between 2025 and 2030. Whereas Asia Pacific’s GDP is forecast to increase by 23% between 2025 and 2030. Though currently India’s share in data center market in APAC is only 11%, owing to its higher rate of growth in GDP, the country is attracting and will continue to attract higher investments in ICT and inadvertently in data centers.

IT infrastructure density: Looking at the investment outlook from an IT infrastructure density context is also crucial. Market selection for data center development is influenced by a range of factors, including cloud adoption, digital transformation, commercial activity, economic maturity, and the availability of physical infrastructure. Among these, built IT capacity servicing a nation’s population provides as a useful proxy for identifying relative growth opportunities across markets. USA, which is currently the largest data center region by built capacity, saw a very high built capacity per crore of its population in 2024 as shown in the chart below. Despite high value of installed capacity for its population, USA will continue to disproportionately add more data center capacity to have greater built capacity to serve its growing population. Comparing this with Indian landscape, though India built capacity per capita is also going to grow there is still a huge potential gap of infrastructure addition when compared with USA or even Asia Pacific. Currently the Indian data center market is underserved and to achieve a better MW utilization against the population comparable to the levels of USA or APAC by 2030, it will require significant new investments and available built capacity.



Source: Asia Pacific Data Center Investment Landscape, C&W Research

3.2.1 Inside the India data center market - trends, growth, and momentum

India’s data center industry is poised for significant expansion, driven by rapid digital transformation and surging demand for cloud services, big data, AI, and IoT. Government initiatives like ‘Digital India’ and the rollout of 5G have created a conducive environment, attracting substantial investments from global and domestic operators, hyperscalers and several other MNC and Telco backed domestic players. The data center industry in India is among the fastest growing by capacity in the Asia-Pacific region. It has grown at a rate of 25.47% annually from 2021 to 2025 period.

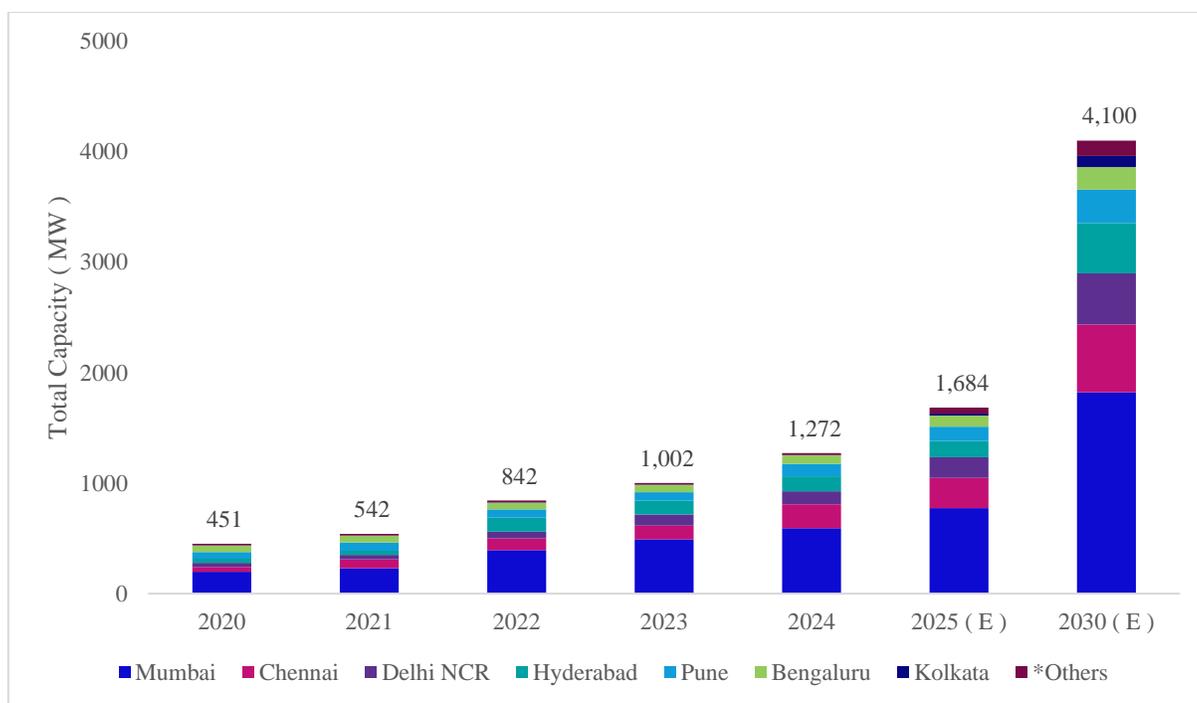
Data Center Count (Built)	Country Market Share (Built Capacity, APAC, 2025)	Built IT Capacity (Colocation + Hyperscale Self Built)	Total Development Pipeline (UC + Planned) (expected to be Live by 2030)
128	11%	1,324 MW	2,776 MW

India market key indicators (As of March 31, 2025)

Source: C&W Research, SISL

Note: The built capacity is excluding edge data center

Under construction supply is the total IT capacity of all data centers that are currently being developed but are not yet operational, with a defined or tentative year of completion. Planned supply refers to the total IT capacity of data centers that have not yet commenced construction, but which have secured critical prerequisites such as government approvals, land and power, secured or backed by credible commitments from established operators. The forecasted supply is the IT capacity that is either under construction (UC) or in the planned stage and is estimated for the years 2025 and beyond based on best approximation. The forecasted supply excludes land banks and early-stage announcements of data centers. The forecasted supply capacity currently could be lower in comparison to the projected demand, but usually as time progresses the supply opportunistically adjusts itself to the demand due to availability of developable land banks in India.



Location wise built and forecasted supply for calendar years until calendar year 2030,

Source: C&W Research, SISL

Note: The data center market forecasts presented herein are based on currently available market indicators, industry trends, and publicly disclosed development plans. These projections are subject to change as new information emerges

Rise of AI: AI is emerging as a major growth catalyst, as enterprises and tech providers increasingly adopt AI-driven workloads that require high-density computing and low-latency infrastructure. This is accelerating the need for scalable, energy-efficient data centers across key metros. The government’s supportive policies, ranging from tax incentives to robust data protection laws, are further propelling infrastructure development to support this AI-led demand.

Cities like Mumbai, Chennai, Hyderabad and Delhi-NCR are at the forefront of this expansion, offering key advantages like strong infrastructure, excellent connectivity, and proximity to major demand hub such as Bandra-Kurla Complex (BKC) and Andheri in Mumbai, HITEC City in Hyderabad, Gurugram and Noida in Delhi-NCR, and the IT corridor along Old Madras Road in Chennai. Meanwhile, other cities such as Bengaluru, Pune, and Ahmedabad are emerging as important operator bases, thanks to their growing tech ecosystems, competitive real estate costs, and

strategic locations near business districts like Whitefield and Electronic City in Bengaluru, Hinjewadi in Pune, and GIFT City in Ahmedabad.

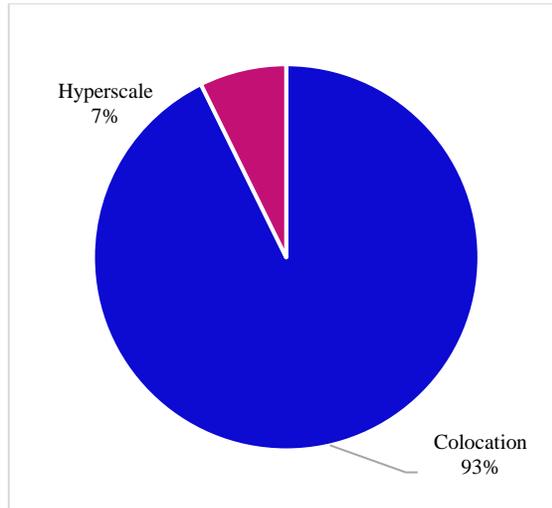
Other key trends shaping the data center industry in India: Looking ahead, the industry is witnessing trends like edge computing, which enables real-time data processing closer to the source, and a growing focus on sustainability using renewable energy and energy-efficient technologies. Moreover, rising concerns over data sovereignty are driving demand for locally stored data. With these developments and continued investments, India is positioning itself as a leading player in the global data center industry.

In the following subsection we cover the data center landscape in India. The peer group for Sify Infinit Spaces Limited (SISL) has been anonymized and categorized based on publicly available profiles, including Real Estate Investment Trusts (REITs) operating in APAC and in India, global players listed in APAC and operating in India, APAC-listed entities without operations in India, and unlisted domestic players originating and operating in India.

Note that in the subsequent sections the names of competing operators have been anonymized for the purpose of maintaining confidentiality.

3.2.2 Key industry players driving India's expansion

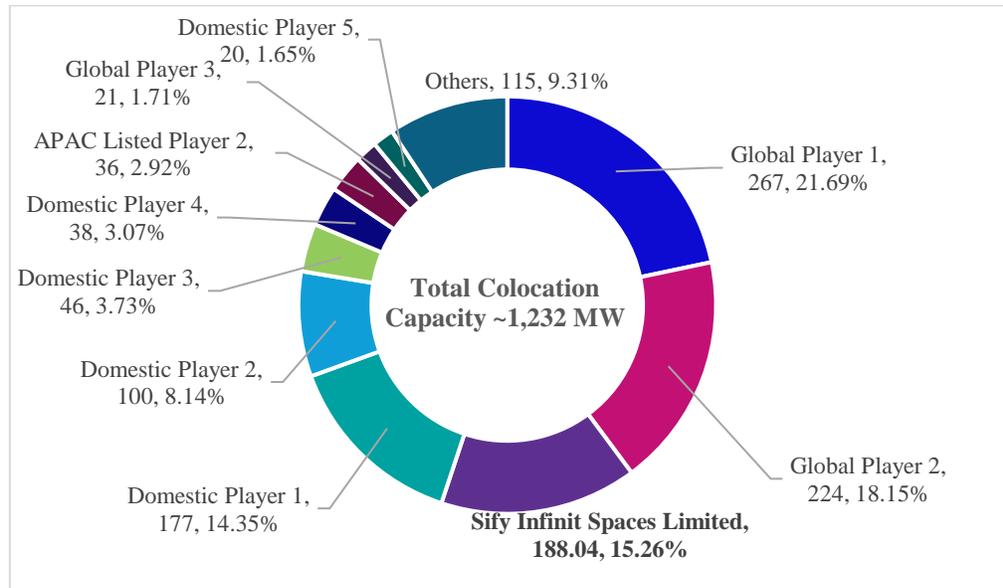
The Indian data center market is currently experiencing rapid growth, driven largely by colocation operators. The data center operator landscape is marked by intense competition, featuring a mix of global pure-play providers, established domestic players, spin-offs from major telecom companies, and entities backed by large conglomerates. This diverse ecosystem adds to the market's strategic complexity and competitive intensity.



Data center - type built capacity share, (As of March 31, 2025)
Source: C&W Research

The total built capacity is divided between colocation facilities and self-built capacity, the latter referring to infrastructure developed by hyperscale operators for their own consumption. As of March 31, 2025, Hyperscaler 1 is the only hyperscale cloud provider in India with operational self-built data centers, totalling 92 MW (82 MW in Hyderabad, 10 MW in Mumbai), and 350+ MW in development. Self-built hyperscale infrastructure makes up to just 7% of India's total built capacity as shown above.

Colocation market landscape



India key colocation operators - Built IT MW (As of March 31, 2025),

Source: C&W Research, SISL

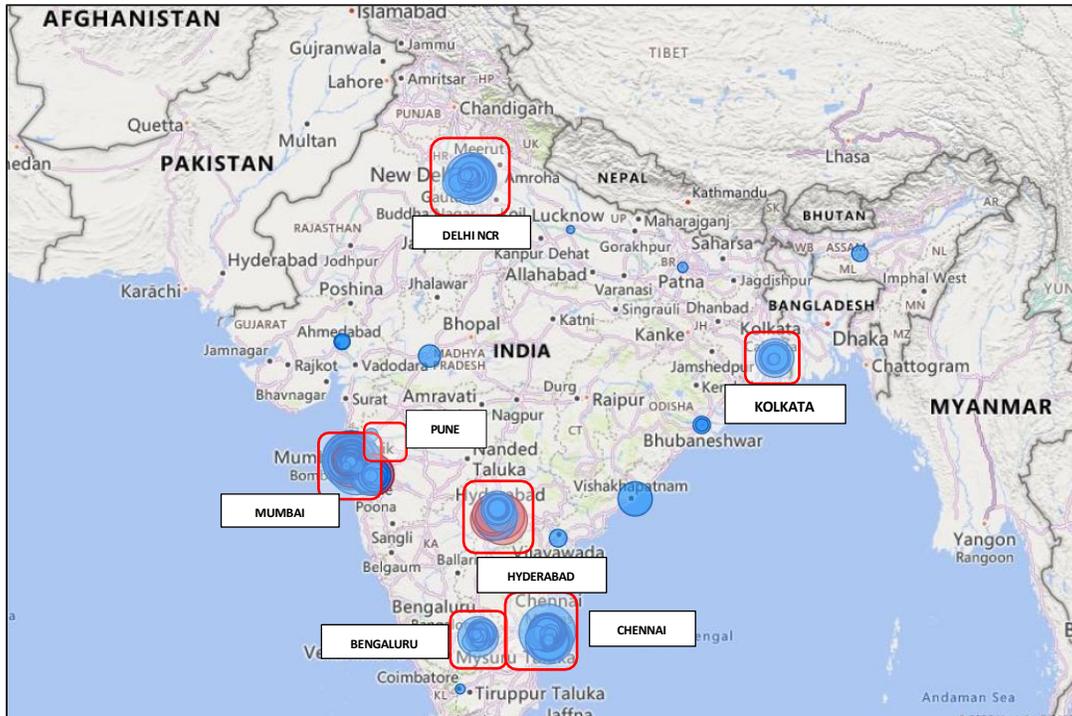
Note: The built capacity is excluding edge data center

The Indian data center market is currently experiencing rapid growth, driven largely by colocation operators. 93% of the total built capacity in India is taken up by colocation players, amounting to 1,232MW as of March 31, 2025. As far as colocation market capitalization goes, the two major global players present in India collectively account for 40% of the built capacity in India, while SISL holds the 3rd position in the market share with 188.04 MW built capacity as of March 31, 2025 closely followed by Domestic Player 1 with 177 MW. As of March 31, 2025, SISL had a market share by Built IT Capacity of 15.26% in India. This alternately also translates to SISL being one of the top 3 providers of data center colocation services in India, in terms of built IT capacity. Together, the top 10 operators account for 91% of the total colocation data center capacity in India, signifying a strong concentration among few key players.

A significant share of these operators' facilities is concentrated in the Greater Mumbai area, reinforcing the region's status as a core hub. However, a few exceptions are seen with facilities dispersed in other emerging cities such as Chennai and Delhi NCR, indicating a gradual geographic diversification. These cities are demand hubs as they have a dense enterprise presence, hyperscaler activity, and strong internet user base. Mumbai and Chennai become strategic network interconnection points due to subsea cable landings. SISL, maintains a strong operational presence across all demand hubs. Its competitors among the top four operators also have a presence around these demand hubs, which is detailed in subsequent sections. While colocation and hyperscale data centers have expanded significantly, their presence is predominantly limited to the top 10 cities. This concentration has resulted in suboptimal digital experiences in Tier 2 and Tier 3 cities. To address this disparity, edge data centers are being deployed. Colocation Service providers total built capacity is 1232 MW as of March 31, 2025.

Edge data centers: Edge data centers are smaller, scalable, and often software-defined facilities strategically located at the network's periphery, including regional, aggregation, near-edge, and far-edge sites. They replicate the functionality of core data centers but with a lower form factor and capacity, ensuring similar uptime performance. By bringing data processing closer to end-users, edge data centers enhance user experiences, support critical applications, and facilitate the adoption of emerging technologies across various sectors and geographies in India.⁵⁰ Hence data center operators are looking at tier 2 and 3 cities such as Jaipur, Chandigarh, Ahmedabad, Kochi, Vizag, Lucknow, Patna, and Bhubaneswar for their smaller decentralized Edge facilities. These are expected to play a pivotal role in processing latency-sensitive applications and supporting generative AI service. Consequently, edge data centers bring computational power closer to end-users.⁵¹

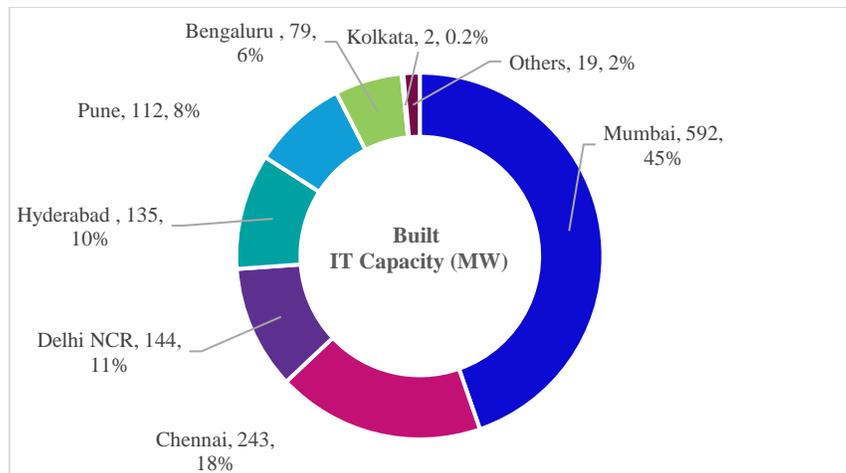
3.2.3 Regional landscape: data center overview across key Indian cities



Primary and Secondary Markets in India

Source: C&W Research

The Indian data center market is distributed among these 7 markets: Mumbai, Delhi NCR, Chennai, Hyderabad, Bengaluru, Pune and Kolkata. These cities are India’s fastest growing data center clusters.



City-wise market share (IT MW) (As of March 31, 2025)

Source: C&W Research, SISL

Mumbai’s dominance can be attributed to its strategic importance as India’s economic and financial capital. The city’s subsea cable landing stations further strengthens its appeal as a data center destination, ensuring low-latency global connectivity. Chennai, with subsea connectivity advantages, has also emerged as a preferred location for operators targeting southern India and international markets.

3.3 In depth look at the data center markets in India

This section would cover the 7 main cities defining the momentum of data centers in India, namely Mumbai, Chennai, Delhi NCR, Hyderabad, Bengaluru, Pune and Kolkata

3.3.1 Mumbai market: India's data center capital in focus

Data center count (Built)	Data center operator count	Built IT capacity (Colocation + Hyperscale Self Built)	Total development pipeline (UC + Planned) (expected to become LIVE by 2030)
49	17	592 MW	1,230 MW

Mumbai market key indicators (As of March 31,2025)

Source: C&W Research

Mumbai, India's financial capital, is now positioned as the data center capital of India. It has firmly established itself as a central hub for data centers in India. The city's strategic location, advanced infrastructure, and robust telecommunications network have catapulted it as a key location in the global data center ecosystem as well as in APAC region. Over the past few years, Mumbai has witnessed significant investments from cloud service providers such as Hyperscaler 1 and global colocation operators such as Global player 1 and Global player 2, alongside strong growth from domestic operators such as SISL and Domestic Player 1. A notable trend in the Mumbai market is that 98% of the current built data center capacity is through colocation. A major enabler for Mumbai's rise as a powerhouse is its location which forms a gateway to global connectivity, facilitated by its extensive subsea cable network.

3.3.1.1 Mumbai data center market: micro market overview

Clusters	Powai	Thane-Belapur Road	Panvel	Other micro-markets
Built IT capacity	141 MW	413 MW	23 MW	15MW of Mumbai's Built IT capacity is spread across much smaller micro-markets in Bandra Kurla Complex, Prabhadevi and MG Road in Mumbai
Number of built data centers	12	31	2	
Under construction IT capacity	14 MW	323 MW	-	
Planned IT capacity	159 MW	659 MW	75 MW	

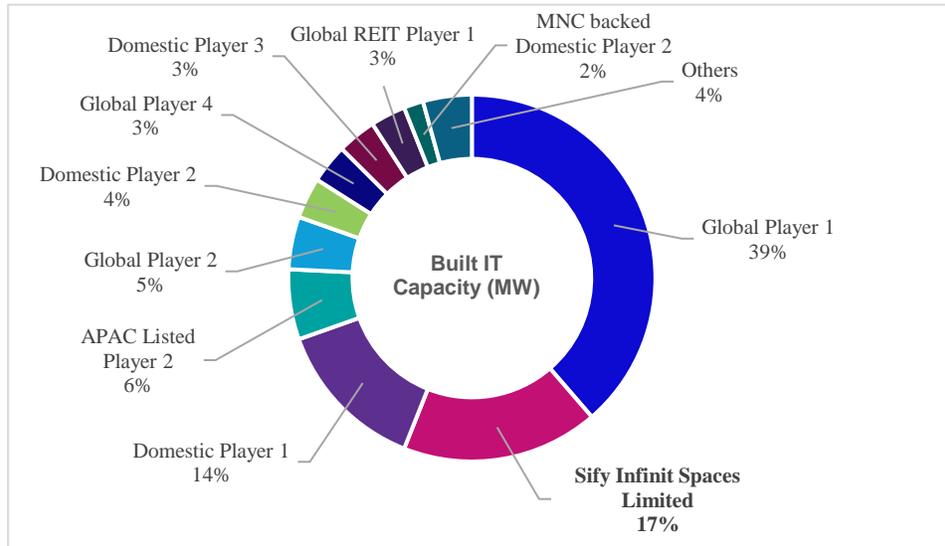
Cluster level key indicators (As of March 31, 2025)

Source: C&W Research

Mumbai, India's largest data center hub, features a cluster-based development model centered around Powai, Thane-Belapur Road (TBR), and Panvel—each with distinct strategic advantages. Powai, a mature and centrally located cluster, is home to major colocation operators. Its strong infrastructure and proximity to enterprise clients in the financial and IT sectors make it a preferred site for data center operations.

Thane-Belapur Road, covering Airoli, Rabale, and Mahape, has emerged as a high-demand corridor, housing 70% of Mumbai's built capacity, driven by key players of the Indian data center market including SISL. With the low vacancy rate of just 6% and a massive 982 MW development pipeline, Thane Belapur Road is set to be a major growth driver for Mumbai's data center market.

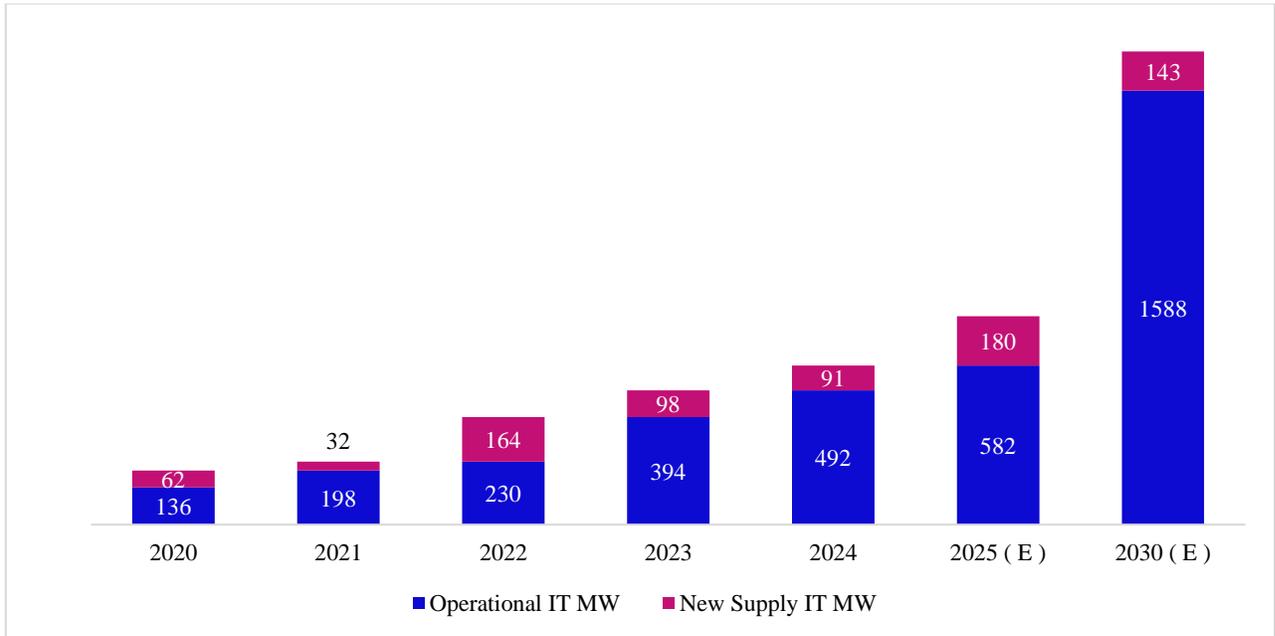
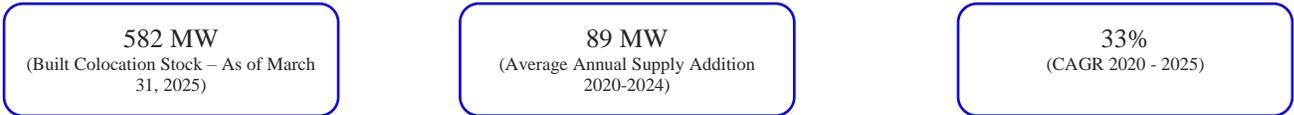
3.3.1.2 Colocation landscape in Mumbai



Mumbai colocation operators landscape (As of March 31, 2025)
Source: C&W Research, SISL

In Mumbai’s highly competitive data center market, long-standing players like SISL—a pioneer in the region alongside Global Player 1 and Domestic Player 1, with a combined 70% share of the total colocation-built capacity are the dominant players. These 3 players are driven by their robust infrastructure, deep client trust, and strategic long-term investments.

3.3.1.3 Colocation growth trajectory for Mumbai data center market



Mumbai colocation market growth till calendar year 2030 (As of March 31, 2025)
Source: C&W Research

Note: The data center market forecasts presented herein are based on currently available market indicators, industry trends, and publicly disclosed development plans. These projections are subject to change as new information emerges.

Mumbai leads India’s Colocation data center market with 582 MW of built capacity and over 1 GW of development pipeline. From 2020 to 2024, the city recorded a 34% CAGR and added an average of 89 MW annually, making it one of APAC’s fastest-growing markets. Future annual average supply is projected to be more than twice the historical average annual supply added (between 2020 – 2024), driven by rising demand from data localization by BFSI, cloud, e-commerce, and AI. Despite rapid supply addition, Mumbai maintains a high occupancy, with a vacancy of only 7% as of March 31, 2025, which is the lowest in the country. This balanced growth cements its position as a strategic hub for colocation and hyperscale investments in India as well as Asia.

3.3.2 Chennai market overview – India’s next big digital gateway

Data Center Count (Built)	Data Center Operator Count	Built IT Capacity (Colocation + Hyperscale Self Built)	Total Development Pipeline (UC + Planned) (expected to become LIVE by 2030)
16	10	243 MW	370 MW

Chennai market key indicators (As of March 31, 2025)

Source: C&W Research

As of 2025, Chennai has solidified its position as a pivotal hub in India’s data center landscape, driven by strategic investments, robust connectivity, and supportive governmental policies. Global operators as well as domestic colocation providers have expanded their presence in Chennai, including SISL. Chennai is fast emerging as a strategic data center destination, backed by its coastal advantage, robust power availability and presence of subsea cable landing stations.

The city’s connectivity is further enhanced by the integration of major submarine cable systems, including the recently activated SEA-ME-WE-6 (Southeast Asia – Middle East – Western Europe 6), which connects India to Southeast Asia and Europe.⁵² This infrastructure ensures low-latency, high-bandwidth international data exchange, crucial for global enterprises and cloud service providers.

3.3.2.1 Chennai data center market: micro market overview

Clusters	Ambattur	Siruseri	Other micro-markets
Built IT capacity	142 MW	88 MW	13MW of Built IT capacity is spread across Central and Sriperumbudur regions in Chennai
Number of built data centers	6	6	
Under construction IT capacity	58 MW	16 MW	
Planned IT capacity	78 MW	195 MW	

Cluster level key indicators (As of March 31, 2025)

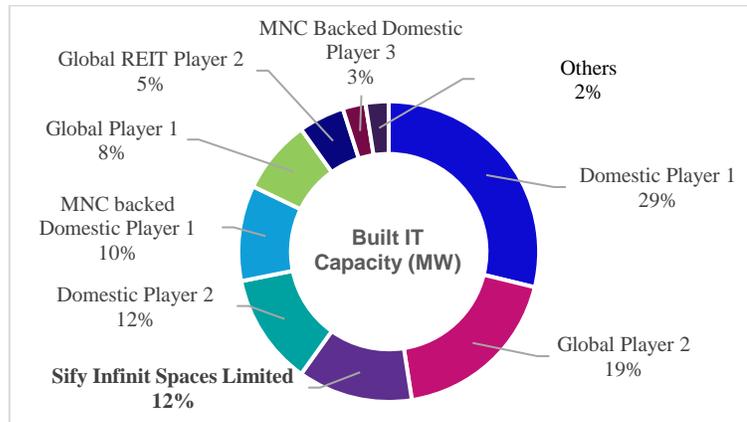
Source: C&W Research

Siruseri and Ambattur, both located in the Greater Chennai area, have emerged as prominent industrial and technology hubs, attracting significant investments in data center infrastructure. Siruseri is home to the SIPCOT IT Park, the largest IT park in South India, spanning over 1,000 acres.⁵³ This park hosts numerous IT and IT-enabled services companies, including major players bolstering demand for data center services. The Ambattur Industrial Estate, spread over 1,430 acres, houses about 1,800 industrial units and is the largest small-scale industrial estate in South Asia. In recent years, it has attracted major data center investments due to its strategic location, proximity to submarine cable landings, and stable power supply.

⁵² Airtel activates sea cable in Chennai - India - February 2025

⁵³ Housing.Com - Siruseri IT Park Chennai: Real estate trends in 2023

3.3.2.2 Colocation landscape in Chennai

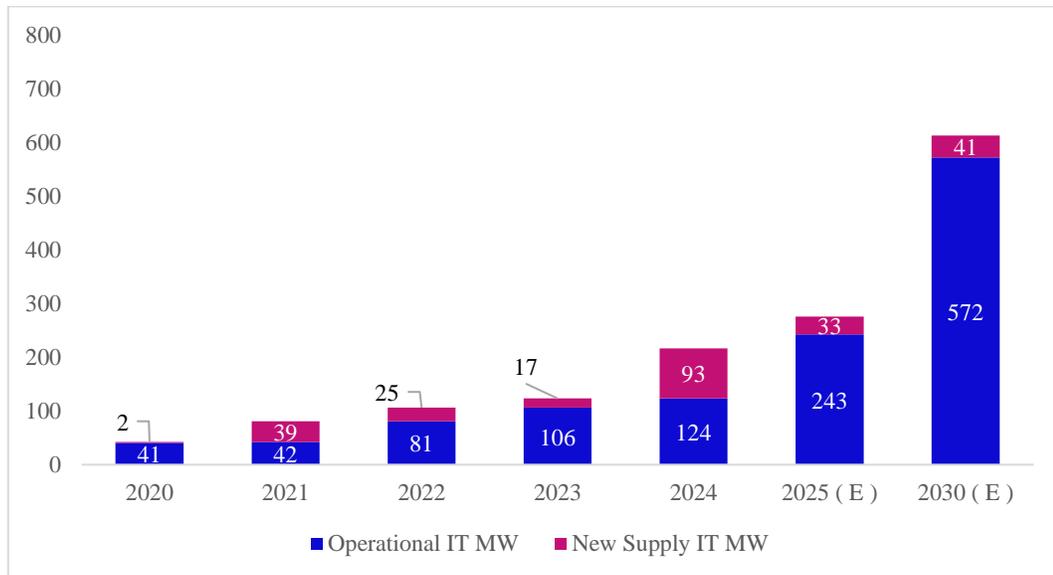
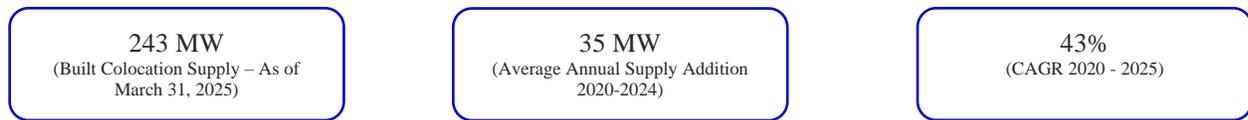


Chennai colocation operators landscape (As of March 31, 2025)

Source: C&W Research, SISL

Chennai’s data center market remains intensely competitive, with established operators like SISL, Domestic Player 1 and Global Player 2 leading the landscape. Collectively, these three providers account for 60% of the region’s total Built colocation capacity. Their leadership is underpinned by strong infrastructure capabilities, long-standing client relationships, and sustained investment in strategically located facilities.

3.3.2.3 Colocation growth trajectory for Chennai data center market



Chennai colocation market growth till calendar year 2030 (As of March 31, 2025)

Source: C&W Research

Note: The data center market forecasts presented herein are based on currently available market indicators, industry trends, and publicly disclosed development plans. These projections are subject to change as new information emerges

Since 2020, Chennai has emerged as a key data center market in India, with 243 MW of built capacity as of March 31, 2025. A robust pipeline of over 370 MW - 80 MW under construction and 290 MW planned- supports continued growth. The city recorded a 43% CAGR over five years, averaging 35 MW annually, with 93 MW added in 2024 alone. Future average annual supply is expected to be double the historical average annual supply added (between 2020 – 2024), driven by demand from hyperscalers, OTT platforms, and cloud providers.

3.3.3 Delhi NCR market overview - North India's digital nerve center

Data Center Count (Built)	Data Center Operator Count	Built IT Capacity (Colocation + Hyperscale Self Built)	Total Development Pipeline (UC + Planned) (expected to become LIVE by 2030)
17	9	144 MW	319 MW

Delhi NCR market key indicators (As of March 31, 2025)
Source: C&W Research

Delhi-NCR data center market is experiencing robust growth, driven by strategic investments, technological advancements and a large end-user base to the tune of 36 million users, accessing content or services. This expansion is fueled by the region's strategic location, offering proximity to government and corporate headquarters, making it an attractive destination for enterprises seeking reliable data storage solutions. Furthermore, the implementation of the Digital Personal Data Protection Act (DPDPA) in 2023 has facilitated cross-border trade and legitimate data processing, bolstering stakeholder trust and propelling India's digital innovation ecosystem. Key operators in the Delhi-NCR region include Global Player 2, Domestic Player 3, SISL, MNC backer Player 1 and Domestic Player 2.

Despite the challenges of high land costs and the need for substantial upfront investment, the region's connectivity, policy-driven momentum, and expanding enterprise needs make Delhi-NCR a vital node in India's digital transformation journey.

3.3.3.1 Delhi NCR data center market: micro market overview

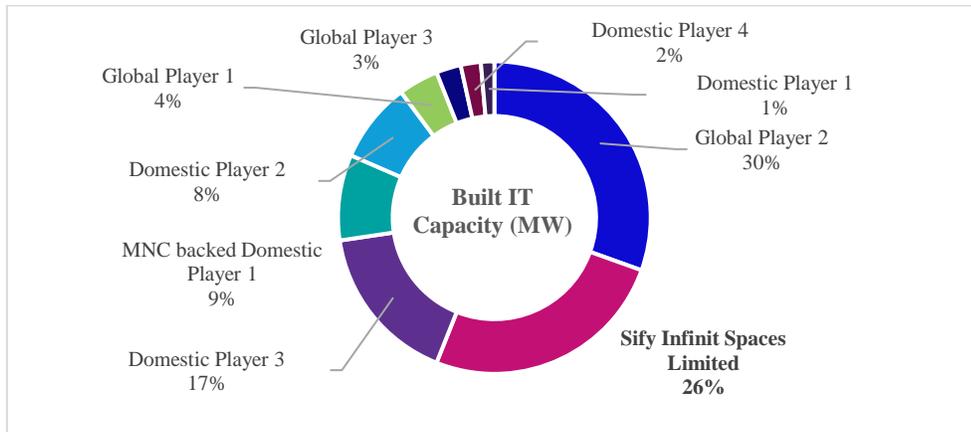
Clusters	Noida	Gurugram	Delhi
Built IT capacity	128 MW	8 MW	8 MW
Number of built data centers	12	2	3
Under construction IT capacity	42 MW	5 MW	2 MW
Planned IT capacity	256 MW	14 MW	-

Cluster level key indicators (As of March 31, 2025)
Source: C&W Research

Noida and Gurugram have emerged as key micro markets for data centers in North India, driven by their proximity to Delhi and robust connectivity infrastructure. Gurugram, with its dense concentration of Fortune 500 companies, financial institutions, and IT/ITES firms, presents strong enterprise demand for colocation and cloud services. Noida, home to growing IT Parks, electronics manufacturing base and SEZs, is witnessing rising interest from hyperscalers and digital service providers. Both cities offer regulatory support, skilled workforce availability, and proximity to corporate and industrial hubs like Cyber City, Sector 62, Noida-Greater Noida Expressway and Greater Noida, making them attractive for future data center investments and sustained demand.

Global Player 2 currently leads the Delhi-NCR data center market with multiple operational facilities. Operators such as SISL and other domestic players also hold a significant share of the region's built capacity. Collectively, these key players contribute a dominant portion of the current capacity in the region. While this represents the present market structure, the development pipeline indicates potential shifts in the competitive landscape with new players looking out for potential development opportunities.

3.3.3.2 Colocation landscape in Delhi NCR



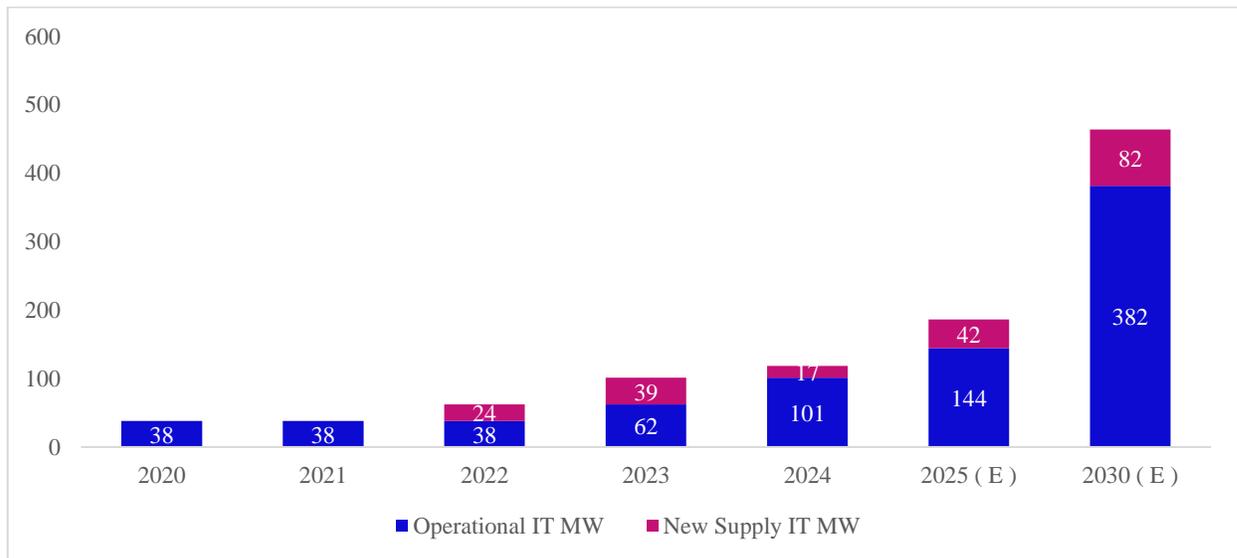
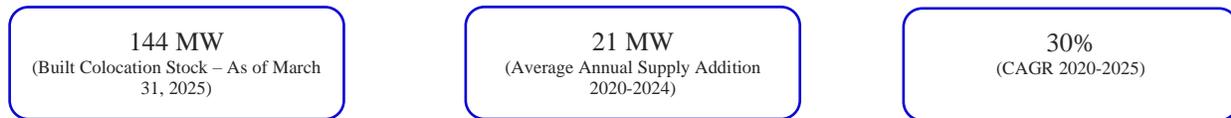
Delhi NCR colocation operators landscape (As of March 31, 2025)

Source: C&W Research, SISL

Note: The names of competing operators have been anonymized for the purpose of maintaining confidentiality

Global Player 2 currently leads the Delhi-NCR data center market with 44 MW of built capacity across five facilities in the Delhi and Noida micro-markets. Domestic players including SISL have a combined built capacity of approximately 78 MW. While this reflects the present market structure, the development pipeline suggests notable changes in the coming years. SISL has also outlined expansion plans in the Noida micro-market, with a development pipeline of 63 MW across its data center facilities in Delhi NCR area.

3.3.3.3 Colocation growth trajectory for Delhi NCR data center market



Delhi NCR colocation market growth till calendar year 2030 (As of March 31, 2025)

Source: C&W Research

Note: The data center market forecasts presented herein are based on currently available market indicators, industry trends, and publicly disclosed development plans. These projections are subject to change as new information emerges

Delhi NCR has emerged as India’s third-largest data center market by built capacity, with 144 MW live and a robust 319 MW development pipeline. Since 2022, the region has seen accelerated growth, averaging 26 MW annually and recording a 26% CAGR in supply addition. In 2023, 39 MW was added, with Global Player 2 commissioning two 18 MW facilities in Noida. In March 2025, SISL launched its Noida 02 AI-Ready data center with 26 MW. Supply

additions are projected to average 66 MW annually over the next 5 years, a 250% increase over historical annual averages.

3.3.4 Hyderabad market overview – unlocking scale in data center ecosystem

Data Center Count (Built)	Data Center Operator Count	Built IT Capacity (Colocation + Hyperscale Self Built)	Total Development Pipeline (UC + Planned) (expected to become LIVE by 2030)
11	7	135 MW	285 MW

Hyderabad market key indicators (As of March 31, 2025)
Source: C&W Research

Hyderabad continues to see significant investments from Hyperscale Cloud Service Providers. As per media reports, Hyperscaler 1 has committed to investing INR 60,000 crore (approximately USD 7.2 billion) by 2030 to develop its cloud infrastructure in Telangana, with three operational sites already established. Microsoft has acquired 48 acres of land in Hyderabad’s Ranga Reddy district for INR 267 crore (approximately USD 32 million) to expand its data center operations.⁵⁴ The Telangana government continues to play a pivotal role in fostering this growth. It offers a range of incentives and expedited approvals through the TS-iPASS system, and land at concessional rates to attract data center investments. The demand is driven by the hyperscaler’s needs and growing population of Hyderabad’s end-user creating traffic accessing content or services or by people connecting to applications, websites, or services hosted in the data center.

While Mumbai remains the preferred location for data centers due to its proximity to undersea cable landing stations, South Hyderabad offers competitive advantages such as lower real estate costs when compared with Mumbai and robust infrastructure. Strong governmental support, positions Hyderabad as a key player in India’s digital transformation landscape.

3.3.4.1 Hyderabad data center market: micro market overview

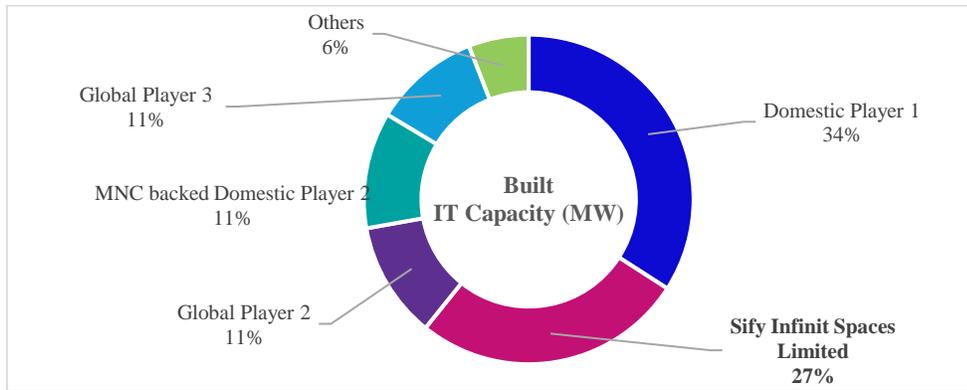
Clusters	South Hyderabad	West Hyderabad
Built IT capacity	82 MW	53 MW
Number of built data centers	3	8
Under construction IT capacity	82 MW	3 MW
Planned IT capacity	178 MW	22 MW

Cluster level key indicators (As of March 31, 2025)
Source: C&W Research

Hyderabad’s data center landscape is primarily segmented into two key micro-markets: West Hyderabad and South Hyderabad. West Hyderabad is largely enterprise-driven and features a strong presence of Domestic colocation operators such as SISL and others.

In contrast, South Hyderabad is predominantly shaped by hyperscale cloud service providers. Hyperscaler 1 operates three self-built facilities in this corridor with built IT capacity of 82 MW, with a further 66 MW in the development pipeline. Hyperscaler 2 is also significantly expanding its footprint, with 72 MW of capacity under construction and an additional 74 MW in the planning stage. Notably, there are currently no operational colocation facilities in South Hyderabad cluster. The remaining pipeline of 48 MW is by colocation players, marking their foray into the South Hyderabad corridor.

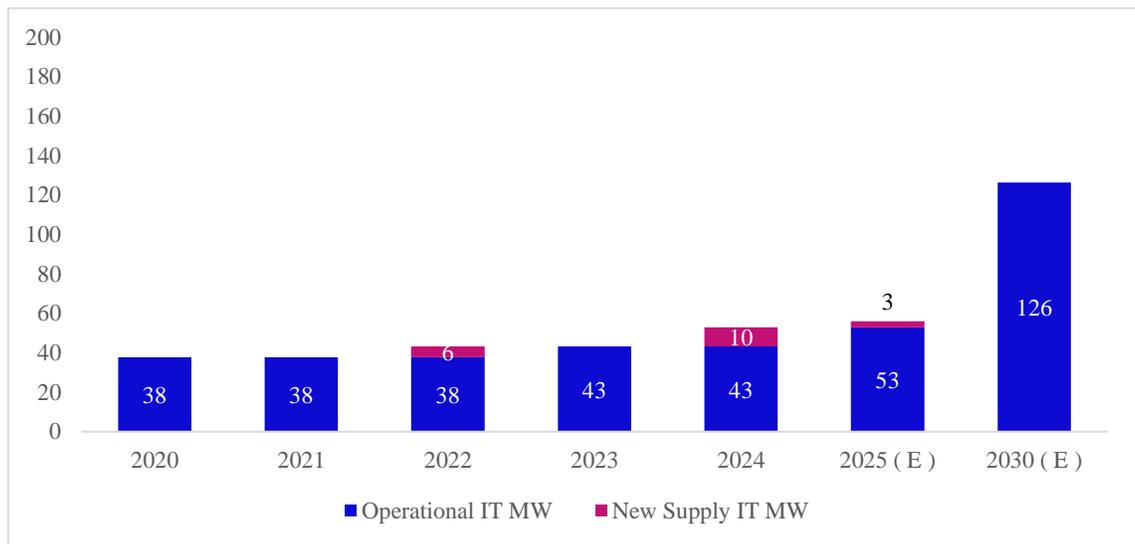
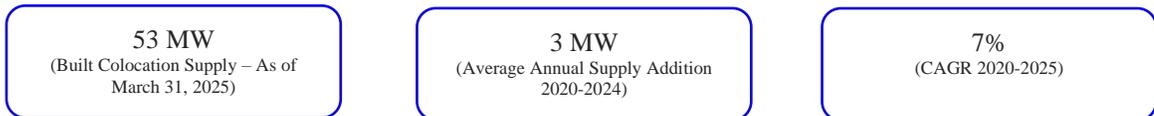
3.3.4.2 Colocation landscape in Hyderabad



Hyderabad colocation operators landscape (As of March 31, 2025)
Source: C&W Research, SISL

As of March 31, 2025, the built IT capacity by colocation players amounted to 53 MW in Hyderabad. SISL is the second biggest operator in Hyderabad with 14 MW of built capacity. Together, SISL and Domestic Player 1 account for over 50% of the city’s existing colocation built capacity.

3.3.4.3 Colocation growth trajectory in Hyderabad data center market



Hyderabad colocation market growth till calendar year 2030 (As of March 31, 2025)

Source: C&W Research

Note: The data center market forecasts presented herein are based on currently available market indicators, industry trends, and publicly disclosed development plans. These projections are subject to change as new information emerges

Hyderabad is emerging as a key data center hub, notably housing India’s first hyperscale self-built facility by Hyperscaler 1, with 82 MW capacity. The colocation capacity stands at 53 MW, which is comparatively lower than Bengaluru and Pune. Hyderabad’s capacity has been static at 38 MW during Fiscal 2020 to Fiscal 2022, for which it has seen a marginal increase. Looking ahead, a shift is anticipated as the projected average annual additions stand at 33 MW over the next 3–5 years.

3.3.5 Bengaluru market overview - India’s silicon valley powering the next wave of data center investments

Data Center Count (Built)	Data Center Operator Count	Built IT Capacity (Colocation + Hyperscale Self Built)	Total Development Pipeline (UC + Planned) (expected to become LIVE by 2030)
15	7	78 MW	126 MW

Bengaluru market key indicators (As of March 31, 2025)

Source: C&W Research

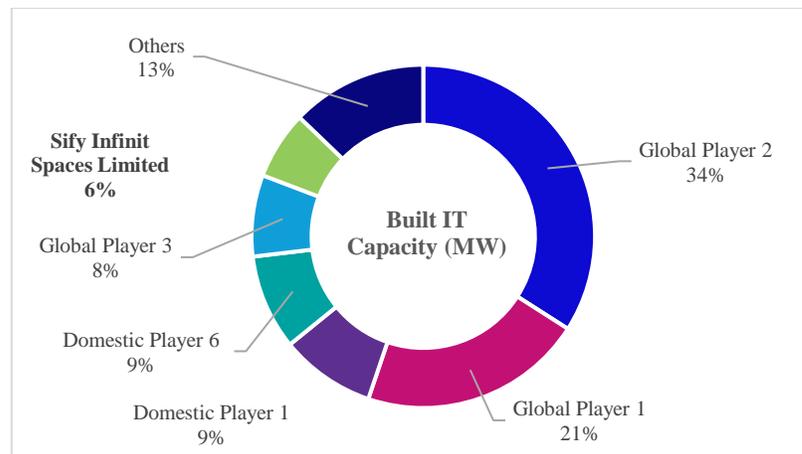
Bengaluru often dubbed the “Silicon Valley of India”, boasts a robust IT ecosystem, a vast pool of skilled professionals, and strategic connectivity, making it an attractive destination for data center investments. The city’s growth is driven by the city’s strong IT and startup sectors, favorable geographic conditions with low seismic risks, and excellent domestic and international connectivity.

Major industry players, including SISL have presence of 5 MW in Bengaluru. Strategic locations such as Whitefield, Electronic City, and HSR Layout are home to many of these facilities, providing businesses with reliable cloud services, data storage, and IT processing capabilities.

Greater Bengaluru is broadly categorized into two key data center micro markets: Peripheral East and Peripheral South. Peripheral East is a mature and well-established micro market. The region currently has a built capacity of 50 MW, with an additional 101 MW under construction and planned stages of development. This substantial supply pipeline reflects sustained demand from enterprise and cloud customers. Peripheral East benefits significantly from its proximity to key industrial and IT hubs such as Whitefield, Hoodi, and Mahadevapura, which are home to a large concentration of IT parks, SEZs, and global enterprise campuses.

Peripheral South, in contrast, is an emerging micro market with a more modest footprint. It currently comprises four data centers with a combined built capacity of 17 MW. The growth of this micro-market is largely driven by its closeness to industrial corridors such as Electronic City, Bommasandra, and Jigani Industrial Area, which have seen rising digital infrastructure requirements from both manufacturing and IT sectors.

3.3.5.1 Colocation landscape in Bengaluru

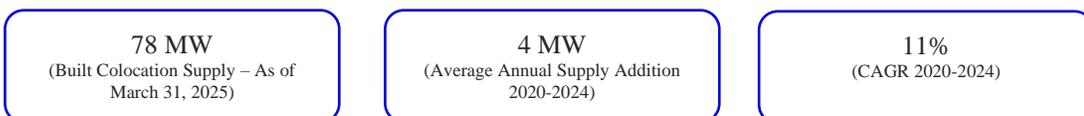


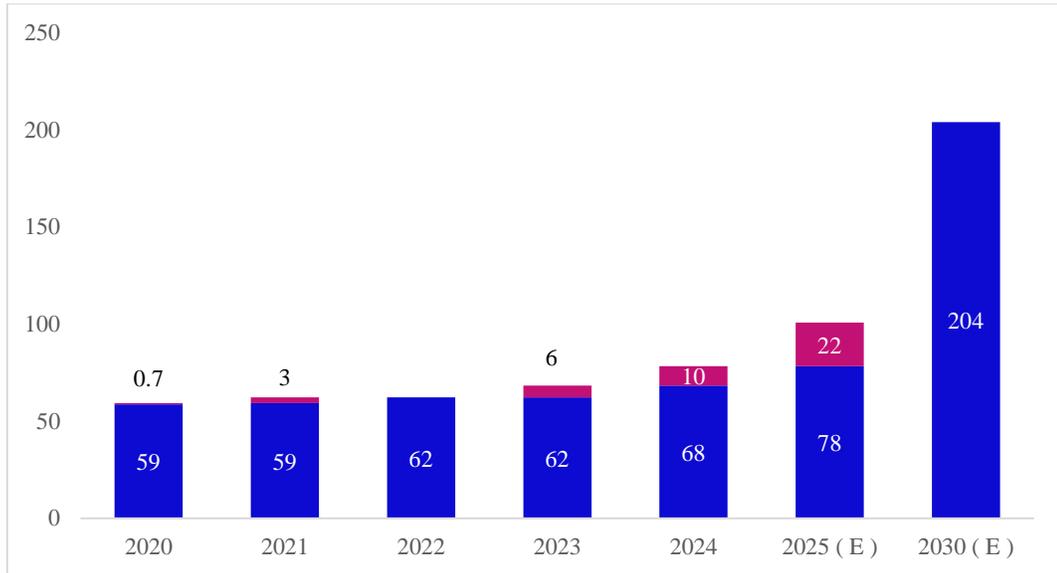
Bengaluru colocation operators landscape (As of March 31, 2025)

Source: C&W Research, SISL

Bengaluru remains a colocation-driven data center market, with major Global and Domestic operators in the mix including SISL, establishing a significant presence. The market is currently dominated by Global players contributing over 55% of the city’s total Live capacity, underscoring their leadership positions.

3.3.5.2 Colocation growth trajectory in Bengaluru data center market





Bengaluru colocation market growth till calendar year 2030 (As of March 31, 2025)

Source: C&W Research

Note: The data center market forecasts presented herein are based on currently available market indicators, industry trends, and publicly disclosed development plans. These projections are subject to change as new information emerges

3.3.6 Pune market overview: The unsung growth hub of data center

Pune and Kolkata are increasingly being recognized as strategic growth hubs in the Indian data center landscape due to a combination of location advantages, evolving demand and supportive infrastructure.

Data center count (Built)	Data center operator count	Built IT capacity (Colocation + Hyperscale Self Built)	Total development pipeline (UC + Planned) (expected to become LIVE by 2030)
10	4	112 MW	190 MW

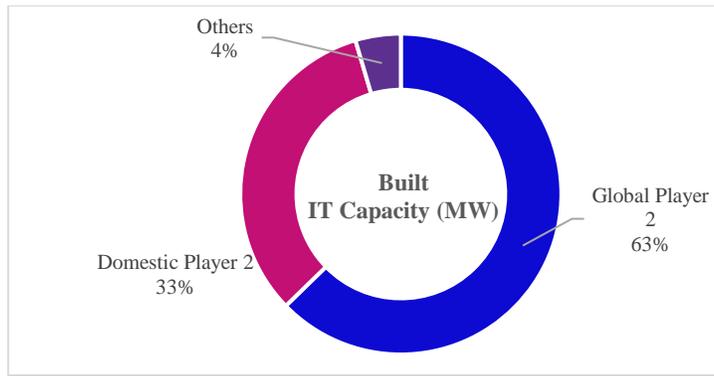
Pune market key indicators (As of March 31, 2025)

Source: C&W Research

Pune has rapidly evolved into one of India's most dynamic secondary data center hubs, driven by strategic location, cost advantages, and rising digital infrastructure demand. Its proximity to Mumbai ensures strong connectivity to financial and tech markets, while offering lower real estate and operational costs. In 2024, major global players expanded their footprint: A notable software tech giant has acquired 16 acres in Hinjewadi for USD 62 million and Global Player 2 committed USD 242 million to develop two new data centers, scaling capacity to 80 MW.

Pune's robust IT ecosystem, skilled talent pool, and favorable climate support energy-efficient operations. The city is also advancing renewable energy integration, aligning with India's 500 GW by 2030 target. Operators like Domestic Player 2 are leading sustainability efforts, aiming for net-zero by 2031 and leveraging AI for efficiency.

3.3.6.1 Colocation landscape Pune



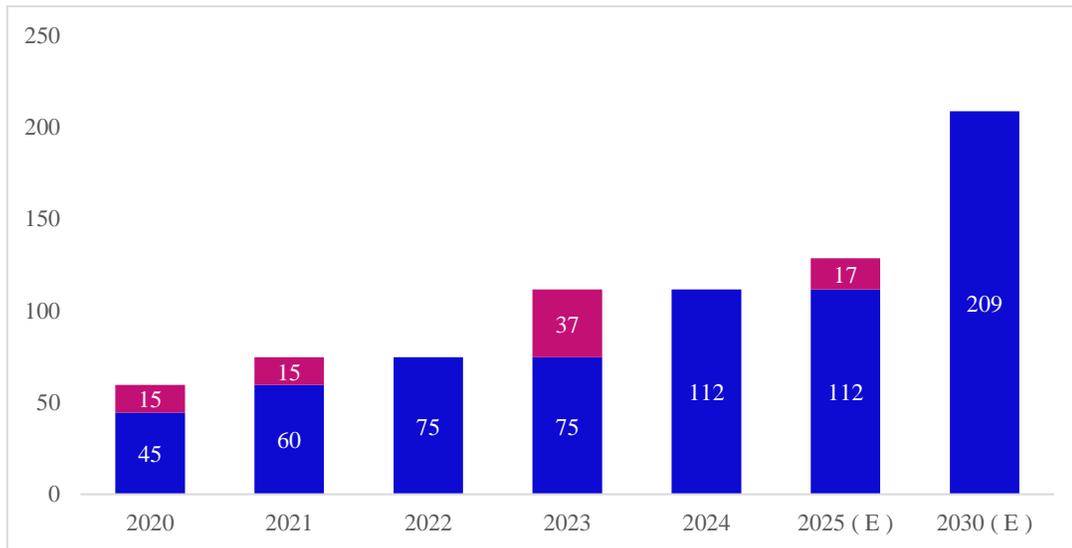
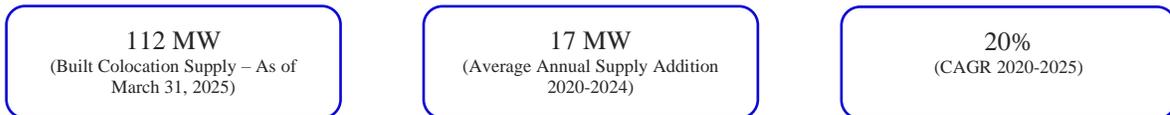
Pune colocation operators landscape (As of March 31, 2025)

Source: C&W Research, SISL

Note: The names of competing operators have been anonymized for the purpose of maintaining confidentiality

Pune’s data center market is currently dominated by a limited number of operators, with Global Player 2 holding a clear leadership position with approximately 70 MW of live capacity across 4 facilities, primarily located in the PCMC micro market. This cluster has emerged as the city’s most mature data center zone due to its proximity to major industrial corridors and robust infrastructure.

3.3.6.2 Colocation growth trajectory for Pune data center market



Pune colocation market growth till calendar year 2030 (As of March 31 2025)

Source: C&W Research

Note: The data center market forecasts presented herein are based on currently available market indicators, industry trends, and publicly disclosed development plans. These projections are subject to change as new information emerges

Pune: Pune has emerged as a leading secondary data center hub, driven by proximity to Mumbai, lower land costs, and growing renewable energy integration. A strong presence of IT/ITeS firms, start-ups, and manufacturing industries is creating local demand for colocation and cloud services. Key Clusters in Pune are Pimpri Chinchwad Municipal Corporation (PCMC) and Hinjewadi.

- PCMC: Mature cluster with 70 MW built capacity across four facilities; benefits from industrial estates and Mumbai connectivity.
- Hinjewadi: Emerging corridor with 37 MW live capacity and growth potential.

3.3.7 Kolkata market overview

Data Center Count (Built)	Data Center Operator Count	Built IT Capacity (Colocation + Hyperscale Self Built)	Total Development Pipeline (UC + Planned) (expected to become LIVE by 2030)
2	2	2 MW	99 MW

Kolkata market key indicators (as of March 31, 2025)

Source: C&W Research

Kolkata: Kolkata is a nascent but rising market, strategically located near Southeast Asia and supported by state incentives. Key Clusters are Salt Lake: Hosts 2 MW capacity, New Town: The city’s focal point for upcoming data centers, supported by the Bengal Silicon Valley Tech Hub and robust infrastructure.

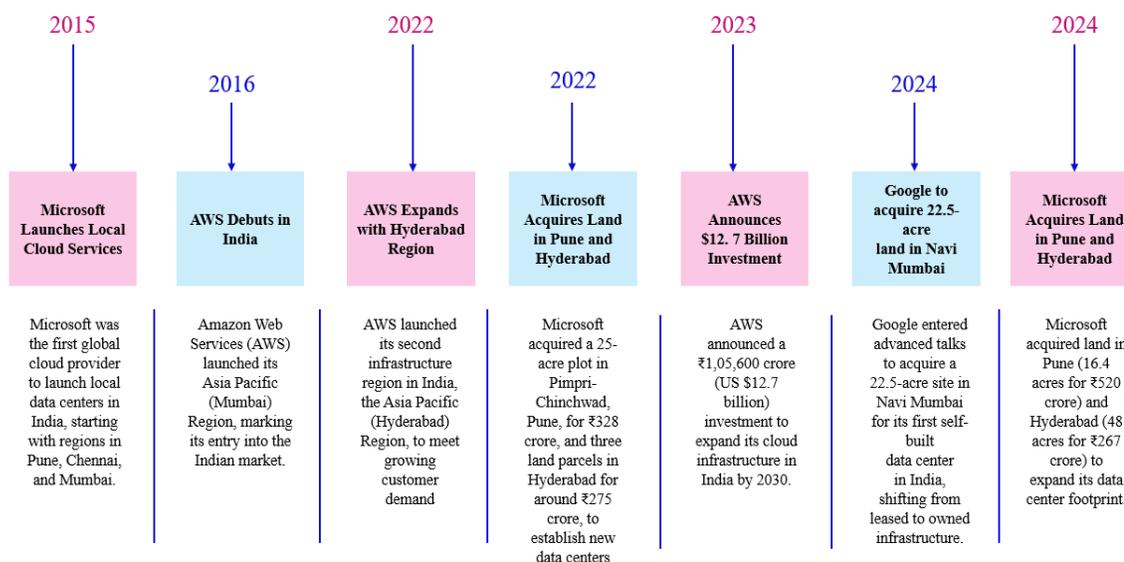
Colocation Landscape in Kolkata is currently modest in scale, with SISL and Global Player 2 each operating 1 MW data centers. Kolkata, being closer to Digha submarine landing station and surrounding infrastructures, is strategically positioned as a gateway to the SAARC countries. Moreover, recently the operators launched new data centers in Kolkata, for example Domestic Player 1 with the proposed capacity of 16 MW IT load and Global Player 2 data center with the proposed capacity of 9 MW IT load.

3.4 Key development and investment trends for data centers in India

This section encapsulates the recent developments and the key investments in the data center space by government, hyperscalers or any major infrastructure partnerships shaping the industry.

3.4.1 Hyperscale cloud service providers (self-builds) evolution in India

India’s emergence as a key player in the global digital economy has driven hyperscale cloud providers to invest heavily in self-built data centers, marking a significant shift in strategy from using colocation services to developing proprietary infrastructure. This transition reflects the growing importance of data sovereignty, regulatory compliance, and the need for scalable, resilient cloud services. AWS, Microsoft, and Google have each made significant strides in establishing self-built hyperscale data centers across India, following a timeline that mirrors the maturing of India’s digital ecosystem.



Evolution of hyperscale CSPs in India⁵⁵

Microsoft was the first global cloud provider to launch local data centers in India, opening three regions—Pune, Chennai, and Mumbai—in September 2015¹, securing key enterprise and public sector contracts through data residency. It expanded further with a new Azure region in Hyderabad in March 2022² and announced a USD 3 billion investment in January 2025 to scale its cloud and AI infrastructure³, including new self-built facilities. Google, initially slower in physical expansion, shifted strategy with plans in March 2024 to acquire a 22.5-acre site in Navi Mumbai for its first self-built data center⁴, marking a move from leased to dedicated infrastructure in line with its global approach.

3.4.2 Hyperscale land acquisitions to secure tomorrow’s infrastructure and cloud foundation

With surging digital demand and a sharp focus on future scalability, hyperscale operators are aggressively securing strategic land parcels across key geographies. Large land acquisition was led by Amazon Web Services (AWS) acquired 38.18 acres in Palava near Mumbai for INR 396 crore, reinforcing its India expansion strategy.⁵⁶ Google is also finalizing a 22.5-acre land deal in Navi Mumbai’s Juinagar for its first self-owned data center, focused on deploying its Gemini 1.5 Flash AI model.⁵⁷ Meanwhile, Microsoft bought 16.4 acres in Pune’s Hinjewadi for INR 520 crore, raising its total Pune investment to ₹848 crore.⁵⁸ Earlier in May 2024, Microsoft also acquired 48 acres in Hyderabad for INR 267 crore to scale its cloud infrastructure across India.⁵⁹

3.4.3 Government backed developments catalyzing the data center ecosystem

Driven by strategic national priorities and a growing digital economy, government-backed initiatives have emerged as key enablers of data center infrastructure across India. Several Government backed projects have been initiated between December 2024 and April 2025. It includes major AI and data center initiatives across India. NTT and Neysa announced a INR 10,500 crore investment to build a 400 MW AI data center cluster in Hyderabad, Telangana, featuring 25,000 GPUs and sustainable energy solutions.⁶⁰ Additionally, NBCC (India) Limited and RailTel Corporation signed an MoU to jointly develop data centers domestically and internationally. These initiatives are expected to significantly boost India’s AI capabilities, drive demand for high-performance computing infrastructure, and foster employment, innovation, and digital transformation across sectors.^{61,62} Maharashtra saw two major partnerships: one with Microsoft to set up three AI Centers of Excellence in Mumbai, Nagpur, and Pune for governance, forensics, and geospatial analytics; and another with the Adani Group for a INR 50,000 crore investment to develop a 1 GW data center across cities like Thane, Navi Mumbai, Pune, or Amravati.⁶³ In Andhra Pradesh, Google signed an MoU to establish an AI data center in Visakhapatnam, focusing on AI applications in healthcare and agriculture, along with digital infrastructure and skill development.⁶⁴ SISL has also announced large investments in Visakhapatnam. State Investment Promotion Board (SIPB) has approved the first phase of INR 1,466 crore investments that can create 600 jobs in the region.⁶⁵

3.4.4 Infrastructure partnerships fueling the data center sector in India

Meta is setting up its first Indian data center in Chennai with Reliance, Brookfield, and Digital Realty, supporting 100 MW IT load and AI workloads like Llama.⁶⁶ Meta’s 50,000 km Project Waterworth subsea cable will enhance India’s global connectivity and digital infrastructure.⁶⁷ While, NTT is launching the 8,100 km MIST cable and expanding its India data center capacity by 400 MW, aiming to make India a top-5 market.⁶⁸ Blackstone and Panchshil are investing INR 20,000 crore in a 500 MW hyperscale data center in Navi Mumbai, powered by 65% renewable energy.⁶⁹ Reliance plans the world’s largest AI-driven data center in Jamnagar with 3 GW capacity and NVIDIA partnership, investing up to INR 2.5 lakh crore.⁷⁰ India’s subsea connectivity will also grow with two Africa Pearls (Meta and Airtel) and Reliance Jio’s IAX/IEX cables, enhancing digital infrastructure.⁷¹

56 Data Center Dynamics - AWS acquires 38 acres near Mumbai, India, for potential data center build, December 2024
57 Firstpost - Google to expand data centers in India, allegedly looking to acquire 22.5 acres of land in Navi Mumbai, October 2024
58 Business Standard - Microsoft acquires Rs 520 cr land in Pune for data center expansion plans | Company News, September 2024
59 Business Standard - Microsoft acquires a 48-acre plot in Hyderabad. Here’s how much it paid | Company News, May 2024
60 Deccan Chronicle - NTT DATA To Set Up Rs.10,500 Cr AI Data Center Cluster in Hyderabad, April 2025
61 Economic Times Telecom - NBCC, RailTel sign pact to develop data center projects in India, overseas, April 2025
62 The Times of India - Maharashtra, Microsoft join hands to establish AI center in Nagpur, Mumbai and Pune | Nagpur News, April 2025
63 The Times of India - Maharashtra, Microsoft join hands to establish AI centers in Nagpur, Mumbai and Pune | Nagpur News, April 2025
64 New Indian Express - Google inks MoU with Andhra government to establish AI Data Centre in Vizag, December 2024
65 The Hindu Businessline - Sify arm to set up data center in Vizag with investment of ₹16,466 cr, July 2025
66 Data Center Dynamics - Meta to lease Digital Connexion Data Center in Chennai – report, April 2024
67 Telegraph online India - Digital infrastructure | Meta to boost digital backbone with massive investment in subsea cable project, March 2025
68 NTT DATA Accelerates India Digital Future with Multi Billion AI and Infrastructure Investments, March 2025
69 Manufacturing Today India - Blackstone and Panchshil Realty to develop data center, February 2025
70 Financial Express, Mukesh Ambani’s Reliance to build world’s largest AI data center in Jamnagar, targeting 3-gigawatt capacity, January 2025
71 India Briefing - India’s Three Subsea Cable Projects to Go Live By 2025, August 2024

3.4.5 Real estate developers' foray into the data center market

Several real estate developers in India have also entered the market, leveraging their substantial land holdings to diversify into this high-growth sector by forming strategic joint ventures with technology partners and/or investors. These players are currently focusing on building their data center capabilities across technology, operations and capital efficiency.

3.5 Pricing and commercial terms

The data center market overview would be incomplete without delving deeper into the cost structures, pricing models, and commercial terms which are essential to gauge the financial viability and competitiveness of data center. In the sections below these are covered in detail.

3.5.1 Pricing for data centers

Pricing for colocation data centers is dependent on location, power availability, network connectivity, security, infrastructure (space, cooling and fire suppression systems), uptime, scalability and flexibility along with contractual structure and contract term.

Indicative pricing models that can be seen in a Colocation data center market are broadly explained below:

Space-Based Pricing	
Rack Unit (U) pricing	One of the most straightforward colocation pricing models is based on rack units. Data centers charge customers for the number of rack units they occupy in a server cabinet.
Full rack pricing	For businesses with larger infrastructure needs, renting a full rack can be more cost-effective. This model provides a dedicated space for servers and networking equipment of tenants.
Cage space pricing	Organizations requiring enhanced security and more extensive deployments may opt for cage space pricing. This model offers a private, enclosed area within the data center.
Power-Based Pricing	
Per Kilowatt (kW) pricing	Many colocation providers charge based on power consumption. This model is particularly beneficial for customers with high-density server deployments.
Circuit amperage pricing	Some data centers price their services based on the amperage of the power circuits provided to the customer's equipment.
Bandwidth-based pricing	
Burstable bandwidth	This model allows customers to exceed their committed bandwidth for short periods, with charges based on actual usage.
95th percentile billing	A common method for bandwidth pricing, this model disregards the top 5% of traffic peaks, providing a more stable and predictable cost structure.
Hybrid pricing models	
Space and power combination	Many colocation providers offer packages that combine space and power allocations, providing a balance between physical footprint and energy consumption.
All-inclusive pricing	Some data centers offer bundled services that include space, power, bandwidth, and additional features for a fixed monthly fee.
Power pass through	Some data centers offer power as pass through to customers for the respective IT loads while space or rack is leased on a quarterly, monthly fixed fee
Pay-per-use pricing models	
Pay-per-use pricing models	An hourly fixed charge inclusive of hosting, power and infrastructure on the usage of the GPU enabling cloud partners to deploy quickly.

Several pricing models for colocation services;
Source: C&W Research

Pricing for Colocation data centers have been classified into 3 categories based on IT power leased by clients:

- Retail pricing where deals below 0.25 MW are considered.
- Wholesale pricing includes deals between 0.25 MW and 4 MW
- Hyperscale pricing includes over and above 4 MW

The below depicts indicative pricing across for India:

	Retail (<0.25 MW)	Wholesale (0.25 MW to 4 MW)	Hyperscale (>4 MW)
Monthly pricing in (USD/KW)	110 - 140	90 - 140	80 - 105
Monthly pricing in (INR/KW)	9,350 - 11,900	7,650 - 11,900	6,800 - 8,900
<i>USD1 = INR 83.67 as of end of calendar year 2024</i>			

Typical indicative pricing of an operational data centers in India,
Source: C&W Research

Pricing trends and forecast: Colocation rental rates are expected to remain largely stable over the next three years across all three categories—retail, wholesale, and hyperscale. While demand continues to grow steadily, especially from cloud and enterprise segments, increased supply and competitive dynamics are likely to balance demand driven pricing pressures. Regional variations may occur, but overall, the market is projected to maintain a steady pricing environment. Over the past 3 years, hyperscale colocation pricing saw a slight decline; however, this remains debatable due to evolving deal structures and bundled service models.

3.5.2 Commercial terms

Generally, the data center operators enter into a Master Service Agreement (MSA) with their clients. Some of the important clauses relate to Hosting Services, Service Level Warranty, Fee, Payment and Term which are discussed below:

- **Hosting services and service levels**
Hosting services include providing space, infrastructure, and technical support, with terms and fees mutually agreed upon. These services are detailed in the provider’s standard documentation, and clients are notified of any material changes. The provider guarantees a specified quarterly uptime for critical services like power, cooling, and network, and offers 24/7 support along with an escalation matrix. The Service Level Agreement (SLA) becomes effective upon signing the Service Installation Report (SIR), with service levels measured from the provisioning date.
- **Service warranties, outages, and termination**
The MSA includes a service level warranty ensuring 24/7 access to hosted infrastructure, excluding outages caused by scheduled maintenance, customer errors, external threats, or unmanaged equipment. Outages are defined as failures in access, power, cooling, or unnotified downtimes. Clients are entitled to service credits—1-day pro-rata per outage and 0.5-day credit for every 0.05% drop in uptime, capped at 15 days per quarter. Credit requests must be submitted within 7 business days. If uptime falls below 98% for two consecutive quarters, the client may terminate the contract. Termination can also occur for convenience with 90 days’ notice or for cause, including material breach, service failure, or monetary default.
- **Typical fee, payment and other important clauses**
Fees for services are defined in purchase orders, billed in advance, and payable by the due date, with partial months billed on a pro-rata basis. Invoice disputes must be raised within 30 business days. If usage exceeds agreed limits, the provider may charge additional fees with supporting evidence. All fees are exclusive of taxes, which are invoiced as per applicable laws, and customers must provide exemption documentation if applicable. Payments are made net of local withholding taxes, with credits issued upon proof of payment. The MSA also includes standard legal clauses such as force majeure, governing law and dispute resolution, limitation of liability, indemnity, and data privacy.
- **Terms:** General duration, escalation on renewals and payment terms of a lease are captured in the table below:

Clause	Details
Term	Typically, 3 or 5 Years for Colocation (Retail and Wholesale), Minimum 5 years for hyperscalers
Payment Terms	Monthly/Quarterly in Arrears

Tenure, escalations and payment terms
Source: C&W Research

3.6 Data center GTM

3.6.1 Bundling IT and managed services

Bundling IT and managed services allows data centers to move beyond offering just infrastructure and become full-service providers for their clients. For businesses, especially small and mid-sized ones, it may be convenient dealing with a single vendor who can handle all their IT needs. By offering these services together, data centers make it easier for customers to manage operations, reduce vendor coordination, and avoid the complexity of multiple service level agreements (SLAs). This approach not only improves customer convenience and satisfaction but also helps data centers grow their revenue per client and build longer-term relationships. Some of the key services offered by data center players under bundled IT and managed services are outlined below, which can help their business grow by delivering greater value, increasing retention, and creating stronger market differentiation.

Server hosting & storage

- Offering integrated server hosting and storage helps customers avoid the complexity of dealing with separate providers, positioning the data centers as a single-point solution for all IT infrastructure needs
- Enables better cost optimization, allowing businesses to scale infrastructure without worrying about price fluctuations, making it an attractive option for cost-conscious companies



Managed network services

- Network services streamline application delivery and secure communications, covering everything from basic network access to advanced virtual network solutions
- Offering network-related services in a bundle enhances customer retention as businesses are less likely to switch vendors once they have multiple critical services tied together, increasing the lifetime value of customers



Data backup & disaster recovery

- Protects businesses from data loss and downtime, positioning data centers as a reliable partner for business continuity
- Bundling backup and disaster recovery in the package simplifies the procurement process, allowing sales teams to push a comprehensive solution that appeals to clients looking for a holistic, low-risk option for their data needs



Security services

- Including robust security measures in the bundled offering directly addresses growing concerns around data protection, positioning data centers as a safe & reliable partner for high-value clients
- Security capabilities act as a key selling point in the GTM strategy, especially for regulated industries like BFSI and healthcare, where compliance with strict data protection norms is non-negotiable



24/7 monitoring & support

- Ensures that businesses can focus on their core operations, while data centers takes care of system reliability, this can be marketed as a premium support feature
- Continuous monitoring and immediate support can be highlighted as a differentiator in the market, positioning data centers as a proactive service provider that minimizes downtime & maximizes operational efficiency



Compliance services

- Data centers can target businesses that are concerned about meeting regulations by offering bundled services that help them stay compliant, making the offering more attractive to sectors like BFSI and healthcare
- Including compliance support in the bundle adds clear value, helping clients handle audits and legal requirements more easily, especially appealing to businesses that are cautious about risk



Source(s): Industry reports, News articles, 1Lattice analysis

3.6.2 Market and customer segmentation

To develop effective GTM strategies, it is essential to understand the different types of customers and their unique needs. This helps in tailoring offerings, messaging, pricing models, and delivery mechanisms. Customer segmentation can be broadly categorized by customer type, industry vertical, size and IT maturity, geography, and network availability.

Beyond segmentation, it's also critical to prioritize customer groups based on their data center dependency, workload growth potential, and long-term business value. Customers with growing needs for compute, storage, low latency, and hybrid connectivity should be prioritized in GTM planning.

I. Segmentation by customer type and IT maturity

- a. **Hyperscalers:** These are the largest customers, including global cloud providers and internet giants. They require massive compute, storage, and networking capabilities, often influencing next-

generation data center design, automation, and sustainability practices. GTM strategies targeting hyperscalers must focus on high-capacity, customized infrastructure with global scalability.

- b. Large enterprises:** These are corporations with complex IT needs, often in regulated industries. These customers require customized SLAs, hybrid cloud options, and high availability. GTM strategies must emphasize compliance, security, and bundled managed services.
- c. Small and medium businesses:** This segment includes growing and relatively established companies. They seek cost-effective, scalable services with manageable complexity. Bundled colocation, flexible pricing, and simplified service packages appeal to this group.
- d. Digital startups:** Often early in their infrastructure journey, startups prioritize agility, pay-as-you-go models, quick deployment, and DevOps-ready environments. GTM strategies should focus on API-first integrations and minimal upfront cost.

II. Segmentation by industry vertical

- a. BFSI:** The BFSI sector prioritizes regulatory compliance, robust data security, and effective disaster recovery solutions to ensure secure and uninterrupted financial operations.
- b. IT/ITeS and SaaS:** The IT/ITeS and SaaS industries emphasize scalable infrastructure, intelligent automation, and seamless multi-cloud connectivity. These capabilities enable rapid growth, efficient service delivery, and flexibility in managing complex workloads.
- c. Media, OTT, Gaming:** This sector demands ultra-low latency, strategically located edge infrastructure, and high data throughput. These factors are vital for real-time content delivery, interactive experiences, and uninterrupted streaming.
- d. Healthcare and Pharma:** The focus is on secure data storage, high system uptime, and adherence to stringent data privacy certifications. These elements ensure patient confidentiality, compliance with health regulations, and continuous access to medical systems.
- e. Government:** Focus on sovereign data hosting within the country and implementation of robust security protocols. These measures help maintain national data sovereignty, protect public sector systems, and support compliance with local governance mandates.

III. Segmentation by geography

- a. Metro/Tier 1 cities:** These cities demand dense interconnection, direct access to major cloud providers, and robust local edge infrastructure. Such features are crucial to support high data traffic, low-latency services, and the digital needs of large enterprises and tech-driven consumers.
- b. Tier 2/3 Regions:** These regions present strong opportunities for cost-effective edge deployments and partner-led go-to-market strategies. They are increasingly becoming important growth hubs, driven by rising digital adoption and demand for localized infrastructure.

IV. Segmentation by network availability

- a. Subsea cable proximity zones:** Locations like Mumbai and Chennai offer direct connectivity to international subsea cables. These cities are ideal for high-capacity data center builds due to lower latency for global traffic and robust bandwidth availability. GTM strategies here should focus on hyperscalers, global SaaS players, and content delivery platforms.
- b. Dark fiber zones:** Tier-1 cities with dense fiber backbones and strong dark fiber availability (e.g., Delhi NCR, Bengaluru, Hyderabad, Mumbai and Chennai) support enterprise workloads and interconnectivity across business districts, IT hubs, and industrial clusters. GTM strategies here should target enterprises (BFSI, IT/ITeS telecoms) and cloud interconnect providers.

By aligning GTM strategies with detailed customer segmentation, providers can create differentiated value propositions, improve customer satisfaction, and drive market success across diverse customer segments.

Across all segments, certain infrastructure and support capabilities are non-negotiable and can act as GTM differentiators:



Source(s): Industry reports, ILLattice analysis

3.6.3 Data centers' role in enabling regulatory compliance for enterprises

Enterprises, especially in sectors like BFSI, operate under a complex and evolving regulatory landscape. Compliance frameworks such as RBI's IT Framework for NBFCs, SEBI's cybersecurity guidelines, and global standards like ISO/IEC 27001, PCI-DSS, GDPR, and SOX demand that organizations implement strict data governance, risk management, and operational resilience practices. These include requirements around data residency, privacy, access control, breach detection, and disaster recovery. Failure to comply can lead to financial penalties, reputational damage, and even restrictions on business operations.

Data centers play a foundational role in helping enterprises meet these regulatory obligations. By offering secure, certified, and resilient infrastructure, modern data centers enable organizations to offload significant compliance responsibilities. Most leading data centers maintain certifications aligned with key regulatory frameworks and provide built-in capabilities such as physical and logical access controls, comprehensive logging and monitoring, real-time threat detection, and automated audit trails.

For the BFSI sector, in particular, data centers help address compliance in areas such as:

- **Data localization and sovereignty:** Meeting mandates like storing Indian financial data within domestic borders (as required by RBI)
- **Disaster recovery and high availability:** Supporting business continuity through geographically redundant infrastructure and failover capabilities
- **Security and access governance:** Ensuring multi-layered physical and digital security controls with identity and access management
- **Real-time monitoring and incident response:** Detecting and mitigating threats in compliance with cybersecurity norms
- **Audit-readiness and compliance documentation:** Providing logs, reports, and proof of control implementation to aid regulatory audits

Additionally, many data center providers now offer value-added services such as compliance consulting, managed security services, and regulatory reporting support helping enterprises streamline operations while staying aligned with complex legal and industry standards.

By partnering with compliant, enterprise-grade data centers, organizations not only reduce their regulatory risk but also gain a robust, secure backbone for daily operations. For tech-driven sectors like BFSI, data centers are not optional infrastructure but mission-critical enablers of core business activities, ensuring performance, continuity, and scalability.

3.6.4 Product differentiation

In today's highly competitive and rapidly evolving digital landscape, product differentiation has become a critical strategy for data center providers seeking to stand out in a crowded marketplace. As enterprises increasingly rely on data centers for mission-critical operations, providers must go beyond standard offerings by developing unique features, specialized services, and tailored value propositions that address the specific needs of diverse customer segments. This differentiation can encompass a range of factors, including technological innovation, connectivity options, and scalability, enabling data center operators to establish a clear competitive advantage and attract customers in a market saturated with similar services. Sify Technologies Limited (parent company of Sify Infit Spaces Limited) provides services such as domestic enterprise network connectivity, international cable landing partnerships, a domestic mesh network that ensures robust connectivity and performance, dark fiber, software- defined wide area network, unified communication and collaboration services, and cloud interconnect partner ecosystem with major players.

Product differentiation



AI readiness

- Involves optimizing infrastructure to support AI workloads, including GPUs and TPUs which require significant computational power and efficient cooling systems
- Support scalable environments that can grow with the needs of AI applications, ensuring high uptime and low latency, which are critical for AI-driven businesses
- For companies, investing in AI-ready data centers is more than a technology upgrade, it helps drive innovation and keep them competitive



Carrier-neutral

- Facilitates interconnectivity among multiple network providers, allowing customers to access a range of services without relying on a single carrier
- Typically located in major metropolitan areas with high demand for content and applications, these carrier-neutral data centers serve a diverse range of companies
- Offloading costly IT processes to a carrier-neutral data center lets businesses free up their teams to focus on core priorities
- Indian players like Sify Infnit Spaces Limited (SISL) offer carrier-neutral data centers, providing businesses with flexible connectivity options and better performance by allowing access to multiple network providers



Data Center Interconnect (DCI)

- DCI technologies link multiple data centers, allowing resource sharing, high-speed data transfer, and business continuity across locations
- DCI solutions include high-speed ethernet, optical interfaces, dedicated fiber, and advanced technologies like dense wavelength-division multiplexing for long-distance connections
- By incorporating DCI into their offerings, data center providers can differentiate themselves in the market, positioning themselves as more capable and flexible in supporting complex, high-performance IT ecosystems
- Companies like Sify Infnit Spaces Limited (SISL) and STT GDC offer DCI services in India, enabling businesses to securely connect multiple data center locations



Customer-centric

- Services are customized to fit the specific requirements of each client, whether they are in BFSI, healthcare, e-commerce, or other industries
- Flexibility and scalability are core, allowing customers to adapt quickly to changing business needs or market conditions
- In a market with similar technical capabilities, customer-centricity becomes a key differentiator by enabling data center providers to deliver personalized support and build stronger relationships

Source(s): Company websites, Industry reports, I Lattice analysis

3.6.5 Importance of robust infrastructure to support the mission-critical nature of the data center industry

The data center industry is fundamentally mission-critical, serving as the backbone for digital services across industries. Reliability is the cornerstone of data center operations, where even a few seconds of downtime can result in severe financial losses, reputational damage, and compliance violations for clients. Achieving this reliability is not just about advanced technology but about ensuring a robust foundation supported by multiple critical elements:

- **Power reliability:** Redundant power sources, including dual utility feeds, UPS systems, diesel generators, and battery backups, ensure uninterrupted power supply even during grid failures.
- **Network redundancy:** Multiple network providers with diverse paths guarantee resilient connectivity, avoiding single points of failure.
- **Security infrastructure:** Multi-layered security, including biometric access, 24/7 CCTV surveillance, physical guards, and network security protocols, ensures data and asset protection.
- **Cooling and environmental control:** Precision cooling systems, including chilled water and free cooling, maintain optimal temperatures, preventing equipment overheating.
- **Disaster resilience:** Located in seismically stable areas with advanced fire suppression, flood control, and emergency response mechanisms.
- **Water supply:** Continuous and reliable water supply is essential for efficient cooling in large data centers, especially those using water-cooled systems.
- **Compliance and certification:** Alignment with international standards like ISO 27001 (Information Security), ISO 200001 (Service Management), and certifications like MeitY empanelment, PCI-DSS, and SOC 2 ensure operational excellence.

3.6.6 Sustainability and ESG - key criteria for hyperscalers and enterprises

In recent years, sustainability and ESG (Environmental, Social, and Governance) considerations have become pivotal in data center selection, particularly by hyperscalers and enterprises. Organizations are increasingly conscious of their carbon footprint, energy consumption, and overall environmental impact. This shift is driven by regulatory requirements, stakeholder expectations, and a commitment to global sustainability goals. Hyperscalers like AWS, Google, and Microsoft are leading the way by committing to carbon neutrality, renewable energy adoption, and enhanced energy efficiency. Enterprises are following suit, preferring data center providers who align with their ESG objectives, including energy transparency, carbon offsetting, and sustainable design. Sift Technologies Limited (STL), the parent company of Sify Infinit Spaces Limited, has been one of the earliest adopters of renewable power sources in the data center industry, integrating renewable energy into its operations since 2013.

Sustainability Parameters and Examples

Sustainability Parameter	Description	Examples
Energy efficiency	Data centers are adopting renewable energy sources (solar, wind, hydro) and energy-efficient technologies (e.g., free cooling, liquid cooling) to reduce environmental impact.	Amazon matched all of the electricity consumed across Amazon’s global operations, including their data center operations with renewable energy in 2023. ⁷²
		Google Cloud aims for 24/7 carbon-free energy by 2030. ⁷³
Carbon footprint reduction	Efforts to measure and minimize CO ₂ emissions from data center operations, including energy consumption and equipment efficiency.	Microsoft plans to be carbon negative by 2030. ⁷⁴

72 About Amazon - Amazon meets 100% renewable energy goal 7 years early, July 2024

73 Google cloud - Carbon free energy for Google Cloud regions

74 Official Microsoft Blog - Microsoft will be carbon negative by 2030, January 2020

Sustainability Parameter	Description	Examples
Water conservation	Implementation of water-efficient cooling methods, such as using reclaimed water, to minimize water usage in data centers.	Google uses reclaimed or non-potable water at over 25% of its data centers. ⁷⁵
Sustainable design	Construction of data centers using environmentally friendly materials and designs that meet green building certifications like LEED or BREEAM.	Equinix has multiple data centers certified under LEED standards. ⁷⁶
Waste management	Strategies to reduce, recycle, and responsibly dispose of electronic waste and other materials from data center operations.	Meta recycles and reuses over 75% of its data center hardware. ⁷⁷
Energy transparency	Public disclosure of energy usage, carbon emissions, and sustainability progress through annual ESG reports.	Microsoft and Sify Infinit Spaces Limited publish publishes an annual sustainability report. ⁷⁸
Carbon offsetting	Investment in projects that offset carbon emissions, such as reforestation or renewable energy initiatives.	AWS has over 600 renewable energy projects globally to offset carbon emissions. ⁷⁹
Sustainable partnerships	Collaboration with green energy providers and regulatory bodies to enhance sustainable practices in data center operations.	Google Cloud partners with clean energy providers for 24/7 carbon-free energy. ⁸⁰

Sustainability-linked certifications such as ASHRAE and IGBC have become critical differentiators in the data center landscape. These frameworks not only guide best practices in energy efficiency and thermal management (ASHRAE) or green building design (IGBC) but also act as business case enablers with environmentally conscious clients and regulators. Increasingly, enterprise clients and global hyperscalers prioritize partners with a demonstrated commitment to corporate governance and transparency. A strong track record of publishing Integrated Reports, Sustainability Reports, and adhering to regulatory frameworks like BRSR (Business Responsibility and Sustainability Reporting) enhances credibility. Moreover, obtaining independent ESG ratings reinforces an organization's long-term environmental, social, and governance posture—making it a preferred choice in competitive bids and strategic partnerships.

4. Demand assessment

India's data center demand stood at 1.3 GW in Fiscal 2025, a substantial increase from 0.4 GW in Fiscal 2020. The growth has been propelled by demand from both hyperscalers and enterprises. With the strong rise in cloud computing, IoT devices, 5G expansion, edge computing and Generative AI, online services, businesses and governments are generating massive volumes of data that require secure, scalable, and energy-efficient infrastructure. AI is one of the key emerging drivers with organizations across industries increasingly leveraging it to substantially improve operations and outcomes. As the digital ecosystem evolves, data centers enable both AI adoption and usage of AI to optimize data center operations. For instance, Google's AI use in one of its data centers has cut hardware cooling costs by 40%. India's efforts to develop LLMs such as Sarvam, will further contribute to the growing AI-driven demand for data centers. Another major driver for data center demand is data localization, such as the RBI's mandate that all banking customer data and any transactional information must be stored within India, due to which the BFSI sector emerges as a significant consumer of data center services. The rising use of e-commerce in the country is also boosting the demand for data centers to handle the growing amount of data being created and managed.

Additionally, the growth in consumer-generated video content and their consumption supported by wider 4G/5G coverage and increasing viewership on OTT platforms is contributing to greater demand for storage and content delivery infrastructure. Enterprises are increasingly digitizing operations, adopting cloud services, and deploying

75 Google Blog - Our commitment to climate-conscious data center cooling, November 2022

76 USGBC - Equinix Inc. | U.S. Green Building Council, February 2025

77 Engineering at Meta - Sustainable materials in the data center, January 2017

78 Microsoft CSR - Environmental Sustainability Report, 2024

79 Amazon Sustainability - Carbon-free energy, Report 2024

80 Google Data Centers - Operating sustainably

AI/ML tools, all of which require scalable compute and storage capacity. The increase in international cable landing stations in India has improved connectivity and reduced latency, encouraging global firms to host infrastructure locally. Further, the rise in algorithmic trading, the need for disaster recovery and backup infrastructure, and growing digital adoption among mid-sized enterprises are collectively contributing to sustained data center demand.

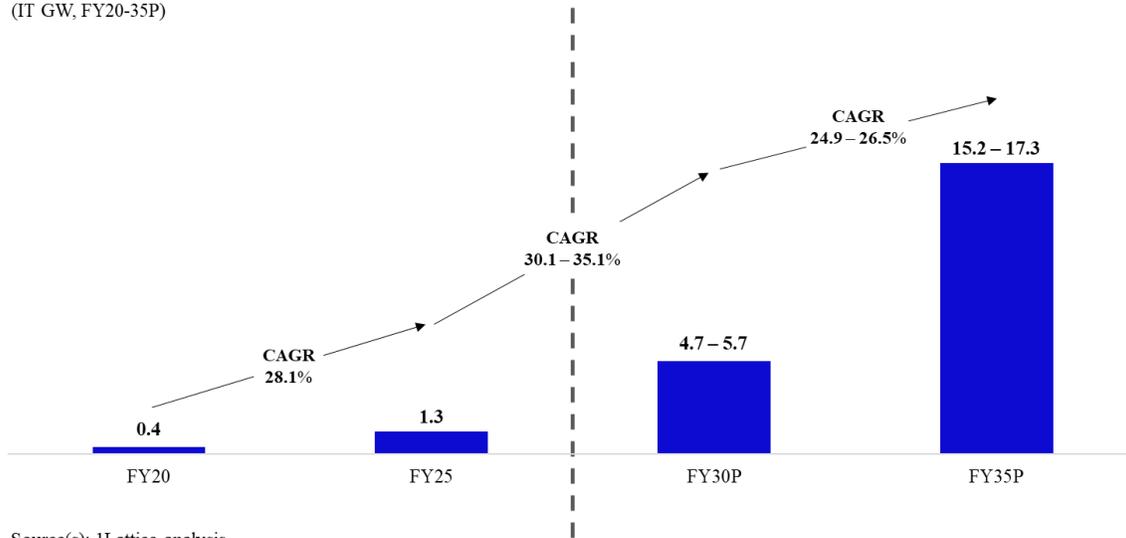
As India’s data center industry grows, by embracing new technologies such as AI, edge computing, and sustainable infrastructure, along with global best practices in design, operations, and data governance, the country is well-positioned to establish itself as a leading global digital hub. This transformation can attract increased foreign investment, enhance digital service delivery across sectors, create high-value jobs, and significantly contribute to India’s long-term economic growth and digital self-reliance.

4.1 Key demand themes

India’s data center industry is poised for rapid expansion, driven by a surge in digital adoption, rising data consumption, and supportive policy shifts. When compared to its Asian peers on a per capita digitalization basis, India still has significant headroom for growth, suggesting strong potential for future digital workloads. Indian internet subscribers stood at approximately 69 per 100 people by the end of calendar year 2024 (which was approximately 67 per 100 people in calendar year 2023) as per TRAI’s performance indicator report, compared to China’s and Japan’s internet penetration of 78% and 83% respectively in calendar year 2023. This considerably lower internet penetration, coupled with the rising digitization push across sectors highlights the vast opportunity India holds in scaling up digital workloads, and by extension, the demand for data centers. Some other factors shaping this demand also include India’s low operating costs, rising data localization requirements, and the country’s emergence as a potential data embassy hub.

4.1.1 India’s data center demand: past, present and future

DC demand - India
(IT GW, FY20-35P)



Source(s): ILattice analysis

India’s data center demand is set to grow sharply over the next decade, driven by rising data consumption per user and a rapidly expanding digital population. Monthly mobile data usage in India is expected to increase significantly from current levels of approximately 21 GB / user / month to more than 60 GB / user / month by Fiscal 2030. This is expected to increase the digital workloads, both in terms of per capita usage, as well as volume. Data protection laws, including DPDPA, which favors and mandates data localization and storage of key data within India are expected to drive data center demand by requiring information to be stored within India. Additionally, factors like rising digitization and AI adoption are expected to push data center demand in India from current levels of 1.3 GW in Fiscal 2025, to 4.7 - 5.7 GW by Fiscal 2030, growing at a CAGR of 30.1 – 35.1% during Fiscal 2025 to Fiscal 2030.

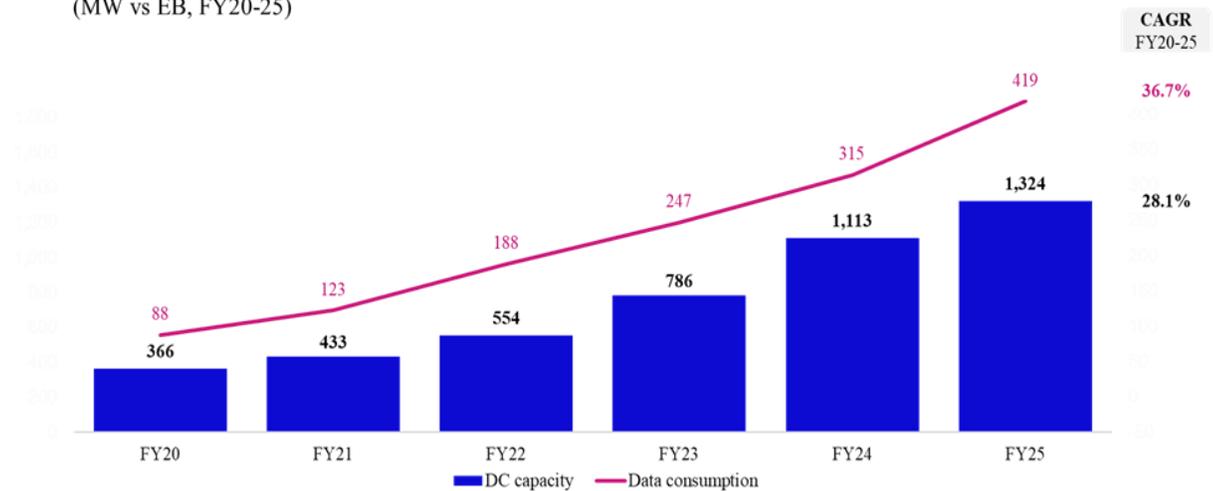
Further, data center demand is expected to grow to 15.2 – 17.3 GW by Fiscal 2035, growing at a CAGR of 24.9 – 26.5%. Growth is expected to be fueled by increased adoption of AI and cloud-native workloads, alongside stricter data localization requirements that will drive more workloads onshore. Key sectors such as BFSI, media and entertainment, retail and e-commerce are expected to expand their data center usage substantially to meet evolving performance and compliance needs.

4.1.2 Data consumption vs data center capacity in India

India's data consumption has witnessed a sharp rise, necessitating greater digital infrastructure investments, including data centers. Data usage increased from 88 EB in Fiscal 2020 to 419 EB in Fiscal 2025, driven by rising smartphone adoption, affordable data rates, the rapid deployment of 5G and rising enterprise consumption. The growth in data center capacity, which grew at a CAGR of 28.1% during Fiscal 2020 to Fiscal 2025, is driven by the growth in data consumption, which posted a CAGR of 36.7% during Fiscal 2020 to Fiscal 2025. The data center capacity growth has accompanied both growth in sheer volume of data basis the rising number of internet users and growth in compute requirements. With India now leading in mobile data usage, the demand for scalable and efficient data storage and processing capabilities is becoming increasingly important.

During the aforementioned period, India's data center capacity has more than doubled, reflecting increased investments in cloud infrastructure and enterprise IT services. While this growth aligns with rising data consumption, it is also propelled by factors such as regulatory support, growing hyperscaler presence, and digital transformation across industries.

India DC capacity vs data consumption
(MW vs EB, FY20-25)

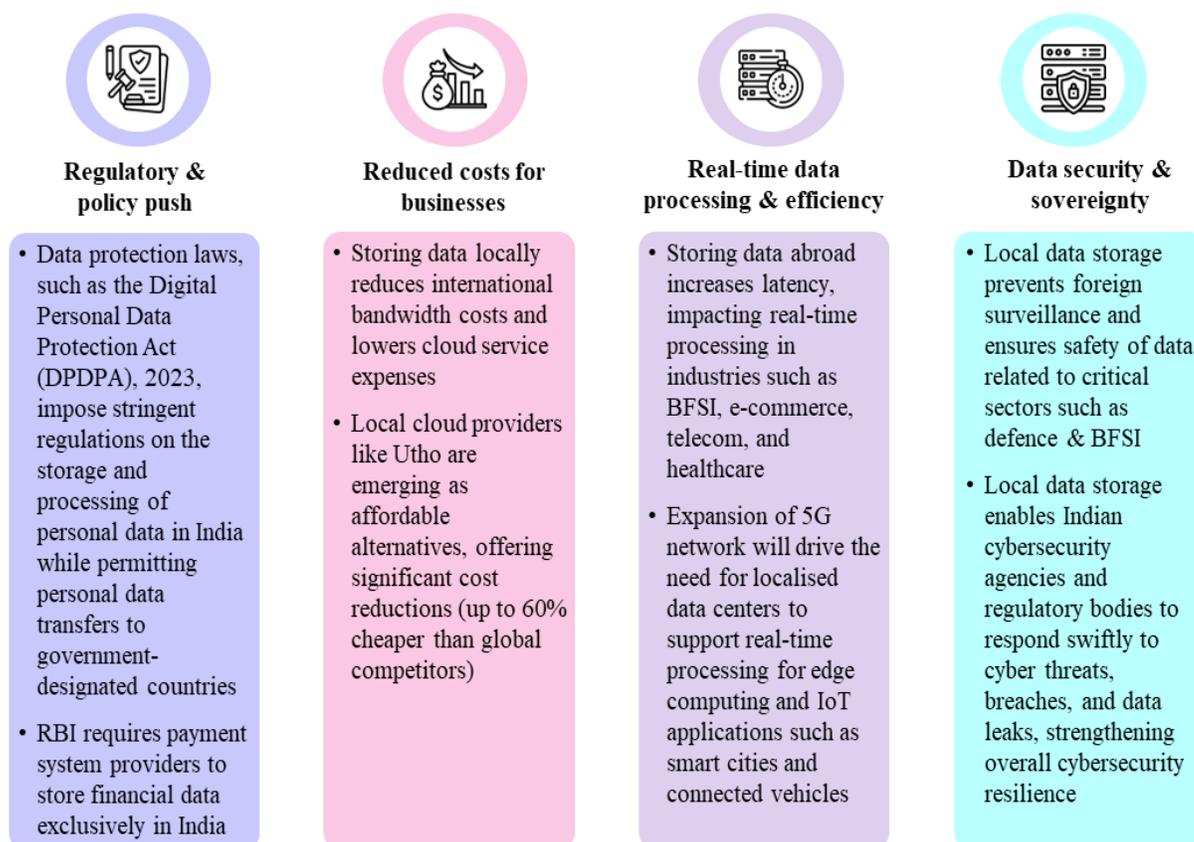


Note(s): Data consumption figures for FY24-25 have been estimated basis historical trends
Source(s): ITU, TRAI, ILattice analysis

4.1.3 Indian laws promoting data localization

Data localization involves storing and processing data within a country's borders to meet legal, security, and privacy requirements. Governments enforce it to protect citizen privacy, ensure national control over sensitive data, and strengthen regulatory oversight. It often mandates companies, especially global tech firms, to store certain data like financial or personal information on local servers, supporting domestic digital infrastructure. As a result of increasing data localization and regulatory developments, Indian enterprises are increasingly required to store data within national borders, which drives significant demand for domestic data center capacity.

Key trends driving data localisation in India



Source(s): Press Information Bureau, 1Lattice analysis

Several legislations oversee data localization in India:

- **Public Records Act, 1993:** Enacted over concerns about sensitive public data, it was the first law to mandate storing such records within India and ban their transfer abroad.
- **Digital Personal Data Protection Act, 2023:** India's first data protection law establishes a legal framework for the processing of personal data in the country, whether the data is collected online or offline and later digitized. The law also has extraterritorial application, meaning it applies to entities outside India if they process personal data in connection with offering goods or services to individuals in India. It outlines the roles and responsibilities of data fiduciaries who determine how personal data is used and data processors who process data on their behalf. Additionally, the law grants the central government broad regulatory powers, including the authority to make rules on matters such as data localization. Under section 16, if there are other laws in specific sectors that offer stronger data protection or stricter rules on data transfer, those laws will apply along with the DPDPA. For instance, if the DPDPA does not limit how a company like PayPal processes your transaction data, the RBI's rules will still apply.
- **RBI Storage of Payment System Data, 2018:** The RBI's directive on the storage of payment system data, issued under sections 10(2) and 18 of the Payment and Settlement Systems Act, 2007, requires all payment system operators (PSOs) to store complete payment data exclusively in India. This includes end-to-end transaction details, customer information, payment credentials, and other payment-sensitive data. While the directive does not restrict data processing, it mandates that once the data is processed, it must be stored only within India.
- **Framework for adoption of cloud services by the SEBI regulated entities:** The Securities and Exchange Board of India (SEBI) has recently introduced a framework for the adoption of cloud services by regulated entities. Under Principle 3 of this framework, data localization requirements are set for cloud service providers (CSPs) hosting the applications, platforms, and services for regulated entities. These CSPs are mandated to store and process RE data only within data centers designated by the Ministry of Electronics and Information Technology and must possess a valid Standardisation Testing and Quality Certification (STQC).

4.1.4 Data embassies

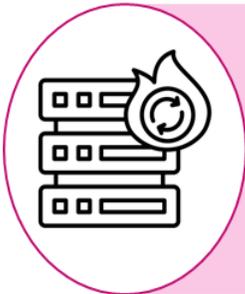
Data embassies are secure offshore facilities where countries store critical digital data to ensure sovereignty, security, and accessibility during disasters, cyberattacks, or geopolitical risks. Operating under the legal jurisdiction of the originating nation, similar to physical embassies, they offer protection and continuity. First adopted by Estonia, data embassies are gaining global interest as governments seek stronger digital resilience and sovereignty.

Benefits of data embassies



Secure data management

- Ensures that stored data remains under the legal authority of its home country, regardless of its physical location
- By establishing data embassies, nations can safeguard critical information against cyber threats and geopolitical risks, ensuring digital continuity even during crises
- Ensures data security through encryption, access controls, and cybersecurity protocols, preventing unauthorized access, breaches, or compromises



Disaster recovery & continuity

- Provides disaster recovery solutions, data embassies ensure business continuity in the face of unforeseen events
- By creating multiple copies stored in geographically diverse locations, allowing uninterrupted access even if one location is affected by a disaster
- Cloud-based solutions provide scalable, flexible, and cost-effective disaster recovery by leveraging geographically distributed data centers for rapid recovery and minimal downtime

Source(s): Industry reports, News articles, I Lattice analysis

Key reasons for establishing data embassies in India

- **Skilled workforce:** India's vast pool of engineers, technicians, and management professionals ensures a highly qualified and cost-effective labor force for operating and maintaining data embassies.
- **Green energy advantage:** With a rapidly growing renewable energy sector, India offers a stable and eco-friendly power supply, reducing operational costs and carbon footprints while ensuring long-term energy security.
- **Cost-efficient deployment:** India offers lower operational and infrastructure costs compared to Western nations, along with a large pool of skilled IT and cybersecurity professionals capable of managing data embassy operations with round-the-clock support.
- **Favorable geopolitical conditions:** India's stable political environment, strong diplomatic ties and growing role in global digital governance make it a trusted location for hosting data embassies.

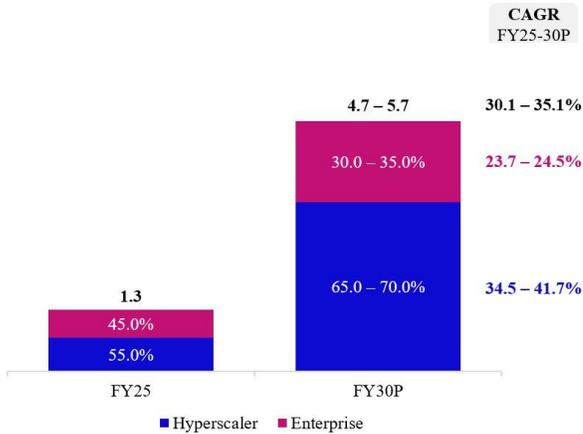
India-UAE data embassy collaboration

India is in advanced discussions with the UAE and other countries to establish data embassies. The proposed UAE data embassy, likely to be hosted in Andhra Pradesh, will allow Abu Dhabi (decision maker as the capital of UAE) to securely store a copy of its sovereign data in India with full control. This initiative highlights India's growing appeal as a global data center hub, driven by its technological capabilities, infrastructure readiness, and cost competitiveness. This collaboration is expected to benefit the Indian data center industry by increasing demand for high-security infrastructure and attracting further sovereign and institutional clients. It will help position India as a trusted neutral ground for sensitive data storage, reinforcing the country's geopolitical credibility. Furthermore, the model creates

opportunities for establishing special strategic data zones that could serve multiple countries, accelerating investments in advanced hosting, encryption technologies, and disaster recovery capabilities across Indian data centers.

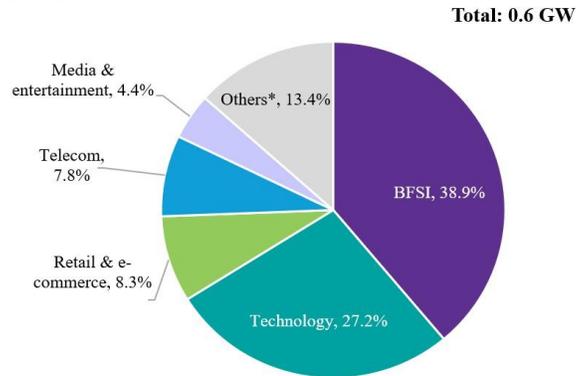
4.2 Drivers of demand and customer segmentation

Segmentation of DC demand - India
(GW, FY25-30P)



Note(s): *includes government, healthcare, energy, etc.
Source(s): I Lattice analysis

Share of end-user segments in enterprise DC demand - India
(%, FY25)



Segments of data center demand include:

1. **Hyperscalers:** This segment forms the largest share of the Indian data center industry, forming 55.0% share in Fiscal 2025. Government incentives can pave way for hyperscaler demand to come in large tracts to India, provided they are supported by government policies through minimal red tape, availability of surplus and reliable power supply, sustainability efforts, and prior marked land campuses. Hyperscaler demand is expected to grow at 34.5 - 41.7% CAGR during Fiscal 2025 to Fiscal 2030, with share expected to rise to 65.0 - 70.0% by Fiscal 2030, driven by the rapid growth in internet usage, increased smartphone penetration, and the widespread shift to cloud-based solutions. This is expected to lead to a surge in data consumption and storage needs, making hyperscalers a critical component of the expanding digital ecosystem. SISL's hyperscaler client base included 3 of top 4 global hyperscaler companies (based on cloud service revenue in Q2 calendar year 2024) operating in India, as on June 30, 2025. Long-term collaborations and repeat mandates from hyperscaler clients are a testament to the trust SISL commands in the industry.

- **Cloud-native AI companies**, especially those building large language models (LLMs) like Anthropic, represent a potential future opportunity for Indian data centers. While major LLM training operations have not yet entered India, the rising global demand for AI infrastructure opens up possibilities. With the right combination of AI-specific policy incentives, access to affordable and scalable compute (including GPUs), and robust power and cooling infrastructure, India could position itself as a viable destination for hosting next-generation AI workloads in the long term.

Benefits of data centers for hyperscalers:

- **Rapid global expansion:** Hyperscalers need to add new capacity quickly; colocation providers allow entry into new geographies without the long timelines of building captive data centers.
 - **Quick scalability:** Data centers offer the ability to quickly scale up infrastructure to accommodate spikes in demand or business growth, something difficult and costly with captive centers.
 - **Network ecosystem:** Data centers provide low-latency connectivity to internet service providers, carriers, and enterprises, enabling hyperscalers to deliver faster cloud services.
 - **Focus on core cloud services:** Outsourcing infrastructure lets hyperscalers concentrate on building platforms (IaaS, PaaS, SaaS) instead of managing facilities.
2. **Enterprises:** Enterprise users form a significant share, 45.0% of India's data center demand. This segment includes large organizations across BFSI, government, telecommunications, retail and e-commerce, and

media and entertainment. Enterprise demand is expected to grow at CAGR of 23.7 - 24.5% during Fiscal 2025 to Fiscal 2030. However, due to rapid growth of hyperscalers, their share is expected to consolidate to 30.0 - 35.0% by Fiscal 2030. As of June 30, 2025, SISL served 7 out of top 10 Indian banks (basis Fiscal 2024 revenue), 4 out of top 10 Indian insurance companies (basis Fiscal 2024 revenue), a leading European payment company (among top 10, basis Fiscal 2024 revenue), as well as 2 of the top 5 social media companies globally (by number of smartphone handsets housing these apps at the end of Fiscal 2025).

Benefits of data centers for enterprises:

- **Cost optimization:** Building a Tier-3+ captive data center involves very high costs; enterprises optimize this heavy CapEx by leveraging services from data centers.
- **Access to advanced technology:** Enterprises can access next-gen technology, including energy-efficient, future-ready infrastructure, without direct maintenance.
- **Business continuity:** With 24/7 expert monitoring and management, data centers ensure high uptime and resilience for critical enterprise workloads.

Key segments include:

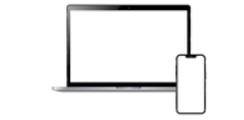
1. **BFSI:** This is a major enterprise user segment, contributing 38.9% of demand in Fiscal 2025. Growing regulatory focus on data residency and financial sector-specific cloud frameworks is expected to accelerate demand. BFSI may also utilize edge data centers more heavily in future, as it helps reduce payment failure rates and reduce latency.
2. **Technology:** Technology players (including IaaS, SaaS and PaaS firms, alongside firms like Intel, Krutrim, etc.) contribute 27.2% of enterprise data center demand, as these firms mature and Indian economy becomes more digitized, the scale of these technology firms is expected to rise, along with their data center demand.
3. **Retail and e-commerce:** This segment represents 8.3% of data center demand and is characterized by dynamic workloads driven by real-time analytics, transactions, and peak seasonality. Players prioritize scalability, low-latency APIs, and strong content delivery infrastructure. With increasing use of AI and personalization, data center usage is expected to grow steadily, especially across non-metro regions.
4. **Telecommunications:** Telcos account for 7.8% of data center demand, driven by core network operations, 5G rollout, and digital services. Most players operate captive infrastructure but selectively partner with hyperscalers for specific workloads. Future demand growth is expected through rising digitization, especially growth of media and entertainment related offerings.
5. **Media and entertainment:** Contributing 4.4% of data center demand, this segment includes OTT platforms and broadcasters with high storage and distribution needs. While storage is predictable, delivery infrastructure must scale rapidly during events. With HD and immersive formats gaining traction, demand is expected to rise further.
6. **Government:** Government share in enterprise data center demand is expected to grow steadily. While many workloads remain in captive setups, adoption of third-party data centers is increasing, particularly for platforms like DigiLocker, UIDAI and GSTN, through empanelment of third-party data centers. The exact share by this sector is largely confidential basis the highly sensitive nature of information.

4.2.1 Trends driving demand for low latency in data centers

Minimizing latency has become a key focus across industries, as digital users increasingly expect fast, seamless, and responsive experiences. Latency-critical offerings such as live streaming, online gaming, real-time video conferencing, and high-frequency trading are particularly sensitive to delays, where even milliseconds can impact user satisfaction or result in lost revenue. In sectors where customer experience is a competitive advantage, such as BFSI, e-commerce, telecommunications, and media, reducing latency not only enhances customer experience but also improves operational efficiency and drives profitability, thus posing an additional demand for data centers capable of catering to such requirements. edge data centers are expected to play an important role in meeting this additional demand, as these trends necessitate ultra-low latency and localized data processing, making edge data centers

increasingly vital for ensuring seamless user experiences and timely decision-making. Indian data center demand is expected to grow from 1.3 GW in Fiscal 2025 to 4.7 – 5.7 GW by Fiscal 2030. edge data center demand driven by aforementioned factors, is expected to drive share of edge data centers in Indian data center demand from 5-8% in Fiscal 2025 to 20-25% by Fiscal 2030.

Unlike traditional models where data is transmitted to centralized compute facilities, AI applications necessitate bringing compute closer to where data is generated. edge data centers, being compact and cost-effective, address this need effectively. One of the most suitable markets for edge data centers alongside AI application, is OTT platforms, where a single streaming application demands substantial storage capacity. When edge data centers are strategically deployed across multiple cities and connected via the cloud, they offer high-speed performance, reliable output, and reduced risk of failure. BFSI is also expected to benefit from edge data centers, as they offer lower risk of disruption in services, due to their decentralized nature. With the significant rise in real-time content consumption through social media, video streaming, and gaming platforms, along with the proliferation of IoT devices across industries, the demand for edge computing is expected to witness a significant surge.

Trends driving demand for low latency in data centers				
<p>Rise of live streaming</p> 	<p>5G rollout</p> 	<p>Growth of online gaming</p> 	<p>Shift towards remote work</p> 	<p>Device fluidity</p> 
<ul style="list-style-type: none"> Instagram Live has emerged as a vital feature for brands to connect with their audience, offering live streaming content that drives ~37% higher engagement compared to standard posts 	<ul style="list-style-type: none"> 5G-enabled vehicle-to-everything (V2X) alerts inform nearby vehicles within milliseconds, helping autonomous cars avoid accidents 	<ul style="list-style-type: none"> Fast-paced & reaction-based games like Call of Duty, Fortnite, and Apex Legends require latency below 50ms to ensure smooth, responsive gameplay 	<ul style="list-style-type: none"> Tools like Slack, Microsoft Teams, and Zoom perform optimally with latency under 100ms, enabling seamless communication and boosting productivity 	<ul style="list-style-type: none"> Responsive web applications have gained traction in platforms like WhatsApp & Telegram Such experiences rely on real-time data sync and low latency to avoid session lags
<ul style="list-style-type: none"> ~29% of global internet users watch live streaming content weekly, highlighting the growing preference for live streaming Viewers expect to interact with streamers and other viewers instantly, enhancing engagement and experience 	<ul style="list-style-type: none"> India is expected to reach ~641M 5G connections by FY30, accounting for ~50% of the country's total mobile connections On average, 5G users in India consume 3.6x more mobile data compared to 4G users Key benefits of 5G: <ul style="list-style-type: none"> Ultra-low latency Greater bandwidth Enhanced security Network slicing 	<ul style="list-style-type: none"> India has a large base of young gamers and an expanding talent pool with the skills to design and develop new games With ~591M gamers and over 11.2B mobile game downloads annually, India represents ~20% of the global gaming population 	<ul style="list-style-type: none"> Globally, ~83% of employees report higher productivity in hybrid or remote settings, underscoring the effectiveness of flexible work models Low latency is key to making video calls feel natural, reducing audio and video lag to prevent interruptions and maintain smooth conversations 	<ul style="list-style-type: none"> Users expect seamless switching between devices (e.g., WhatsApp Web + Mobile), which requires real-time sync with minimal latency Security features like desktop login confirmation via mobile (2FA or QR code) demand instant round-trip communication, driving edge compute and latency-optimized infrastructure

Source(s): GSMA report, Industry reports, ILLattice analysis

Measures to reduce latency in data center infrastructure and networks

Network speed is critical for modern businesses, powering everything from video conferencing to cloud access and global operations. As the demand for low-latency services grows, networks that can deliver faster response times are becoming

increasingly important. edge data centers, located in close proximity to end-users and enterprise hubs, play a key role in this shift. By processing data near the source, they reduce latency, enabling quicker service delivery and improved reliability across connected devices, systems, and users. Some measures that can be incorporated to reduce latency through data center infrastructure are outlined below:

- **Proximity to data sources:** Edge data centers are located closer to the point of data generation, such as within urban centers, industrial hubs, or near telecommunications infrastructure. By minimizing the physical distance that data must travel, these facilities significantly reduce round-trip time, thereby enhancing response speed.
- **Localized data processing:** Unlike traditional centralized data centers, edge facilities are capable of processing and storing data locally. This decentralization eliminates the need to transmit all data to a core data center for computation, resulting in reduced transmission delays and enabling near real-time data analysis and decision-making.
- **Alleviation of network bottlenecks:** High volumes of data transmitted over long distances can congest core network infrastructure, impacting performance. Edge data centers alleviate this challenge by handling a substantial portion of the data locally, reducing the strain on the network and lowering latency for end-users and business-critical applications.
- **Leveraging content delivery networks (CDNs):** Implementing CDNs enable organizations to deliver content from servers located closer to end-users, effectively reducing data travel distance and minimizing latency. By distributing cached content across a network of geographically dispersed nodes, CDNs enhance delivery speed and reliability, particularly for static assets and media streaming, where low latency is critical to maintaining a high-quality user experience.
- **Regular hardware upgrades:** Keeping hardware up to date with the latest high-performance components ensures optimal data processing and storage speeds, contributing to reduced latency. Upgrades such as high-core, high-frequency CPUs enable faster computation and more efficient handling of workloads compared to legacy systems.

4.2.2 Use cases and usage drivers for various customer segments

Data centers are used by hyperscalers, BFSI, technology players (including by governments for purposes like data management and storage), telecom, retail and e-commerce, media and entertainment industry (for example, by OTT players) and others.

Data centers, by the aforementioned players, are utilized for a wide range of critical functions, including data storage, processing, and management. They support cloud computing infrastructure for hyperscalers, enable secure transaction processing and regulatory compliance for BFSI, and provide computational power for technology firms, including government entities, for managing digital records and providing services for citizens. In telecom, data centers facilitate network operations and edge computing, while retail and e-commerce rely on them for customer analytics and transaction processing. The media and entertainment industry, including OTT platforms, uses data centers for content hosting, streaming, and distribution.

- **Hyperscalers**

Hyperscalers use data centers to park AI/ML workloads, LLMs, platforms, rich media streaming, big data analytics and cloud services. They provide scalable infrastructure for hosting applications, enable high-performance computing for AI models, optimize media streaming through CDNs, and process vast datasets to drive insights and decision-making.

Use cases of data centers for hyperscalers			
 AI & ML	 Content delivery & streaming	 Data processing & analytics	 Cloud computing & storage
<ul style="list-style-type: none"> Running high performance training & inference models Supporting generative AI applications & LLMs <ul style="list-style-type: none"> Generative AIs like ChatGPT are becoming increasingly popular & driving data center demand 	<ul style="list-style-type: none"> Distributing large volumes of digital content Deploying content delivery networks (CDNs) to optimize media streaming & reduce latency 	<ul style="list-style-type: none"> Hyperscalers power big data analytics to process & analyse vast datasets to detects patterns & trends Optimizing operations, enhancing customer experience & making data-driven decisions 	<ul style="list-style-type: none"> Hosting large-scale cloud services <ul style="list-style-type: none"> Information as a Service (IaaS) Platform as a Service (PaaS) Software as a Service (SaaS) Providing scalable cloud storage solutions

Factors driving data center demand through hyperscalers:

Rising enterprise adoption of cloud services is driving demand for scalable, redundant infrastructure, fueling hyperscale data center growth. AI workloads are increasing the need for high-density compute using GPUs/TPUs, while advanced analytics is boosting storage and compute requirements. Low-latency services like streaming and collaboration are pushing regional cloud expansion. Additionally, data sovereignty regulations are prompting hyperscalers to invest in localized infrastructure across regulated markets.

- BFSI**

The BFSI sector is a key catalyst of data center demand due to data residency, localization, and latency needs. As customer expectations evolve and regulatory standards tighten, financial institutions are increasingly adopting data-centric, technology-led operating models. Data centers play a critical role by ensuring secure transactions, safeguarding sensitive information, and supporting complex, high-volume operations. Institutions like HDFC and SBI follow a hybrid approach, hosting front-end applications on the cloud while keeping core systems on-premise. The heightened focus on compliance and security in the BFSI sector has created opportunities for data center providers who can demonstrate robust security credentials and regulatory adherence. SISL distinguishes itself as a trusted digital infrastructure provider for the BFSI sector in India by emphasizing stringent compliance and robust security measures, validated through globally recognized standards such as ISO 27001, PCI DSS, SSAE18 SOC 1 & 2, ISO 27017/27018, and TIA-942 Rated-4.

Use cases of data centers in BFSI			
 Core banking & transaction processing	 Customer data management	 Fraud detection & risk analytics	 Integrated fintech ecosystem
<ul style="list-style-type: none"> Hosting core banking systems for real-time transaction processing Supporting ATM networks, mobile banking, and online payment gateways with low-latency connectivity 	<ul style="list-style-type: none"> Secure storage of sensitive customer data such as KYC information, account details, and credit scores Data centers support the implementation of encryption and tokenization to safeguard financial transactions 	<ul style="list-style-type: none"> Fraud detection using AI/ML needs real-time data processing, supported by fast and secure data centers Big data analytics used for credit risk assessment and anti-money laundering relies on the scalable infrastructure of data centers to securely manage and process complex datasets 	<ul style="list-style-type: none"> Data centers enable seamless connectivity between banks, fintech firms, and consumers by supporting advanced technologies Fintech solutions like payment and investment apps are transforming how financial services are delivered, creating a growing demand for modern data center infrastructure

Factors driving data center demand in BFSI:

Rising adoption of digital banking, mobile apps, and payments is driving demand for robust, secure data center infrastructure. Growth in smartphone penetration (4% YoY in calendar year 2024) is expanding access to digital BFSI services. The sector's need to protect sensitive data is fueling demand for data centers with advanced security and disaster recovery. Increased use of API-based analytics for automation and customer experience is boosting computing requirements. Additionally, regulations mandating multi-year storage of financial transactions are also driving BFSI demand for third-party data centers.

- **Government**

Data centers for the government sector support storage, management, and processing of vast public data, enabling efficient e-governance and digital service delivery. They power critical initiatives like DigiYatra, DigiLocker,

Use cases of data centers in government		
 Government led digital infrastructure integration	 Government services	 Smart infrastructure initiatives
<ul style="list-style-type: none">• Government is building a connected digital framework by linking multiple data systems across departments, including Aadhaar, land records, etc.<ul style="list-style-type: none">– These systems being integrated through distributed data center nodes, forming a cohesive network, ensuring faster access, secure storage, and improved citizen service delivery	<ul style="list-style-type: none">• To host websites and portals that provide online services to citizens, such as tax filing, license renewals, and public records access• Aadhaar Data Vault (ADV) is a centralized, secure facility for storing Aadhaar numbers and related data within a dedicated infrastructure	<ul style="list-style-type: none">• Enabling real-time data processing and analytics, which are essential for optimizing urban infrastructure and services• BharatNet's expansion of high-speed internet in rural areas drives demand for data centers, which are essential for handling the increased data from digital services, IoT devices, and connectivity across India

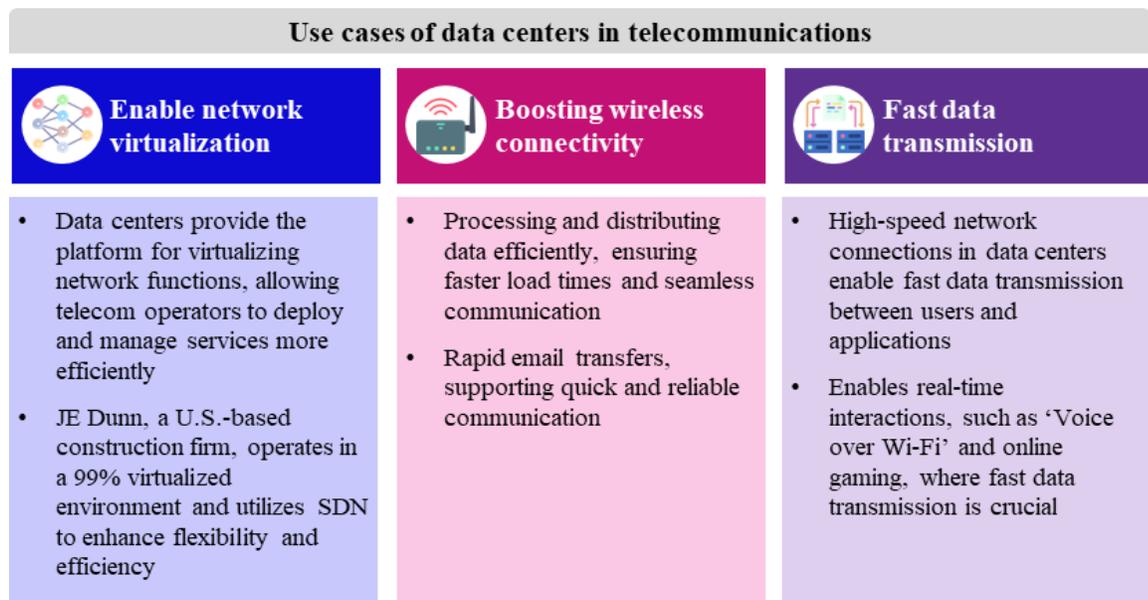
Aadhaar, BharatNet, and smart infrastructure projects, ensuring seamless connectivity and cybersecurity. Sensitive data related to defense and research also poses significant demand, however, this data is mostly stored within confidential facilities and estimates about actual capacity remain speculative. With growing digital adoption, data centers play a key role in safeguarding sensitive information and enhancing public service efficiency, especially with the context of rising digitization of government data like Aadhar, PAN, passport, etc.

Factors driving data center demand in the government sector:

The shift to e-governance and digital platforms is increasing demand for scalable, reliable data center infrastructure. Government investments in data centers reflect the strategic importance of data sovereignty and national digital security. Additionally, growing use of AI/ML for analytics, fraud detection, and citizen services is driving the need for high-performance computing.

- **Telecommunications**

In today's digital era, data centers are crucial in telecommunications, efficiently processing, storing, and managing growing volumes of data and voice traffic. With the rise of 5G and cloud computing, they are evolving to meet higher bandwidth demands and support real-time communication.

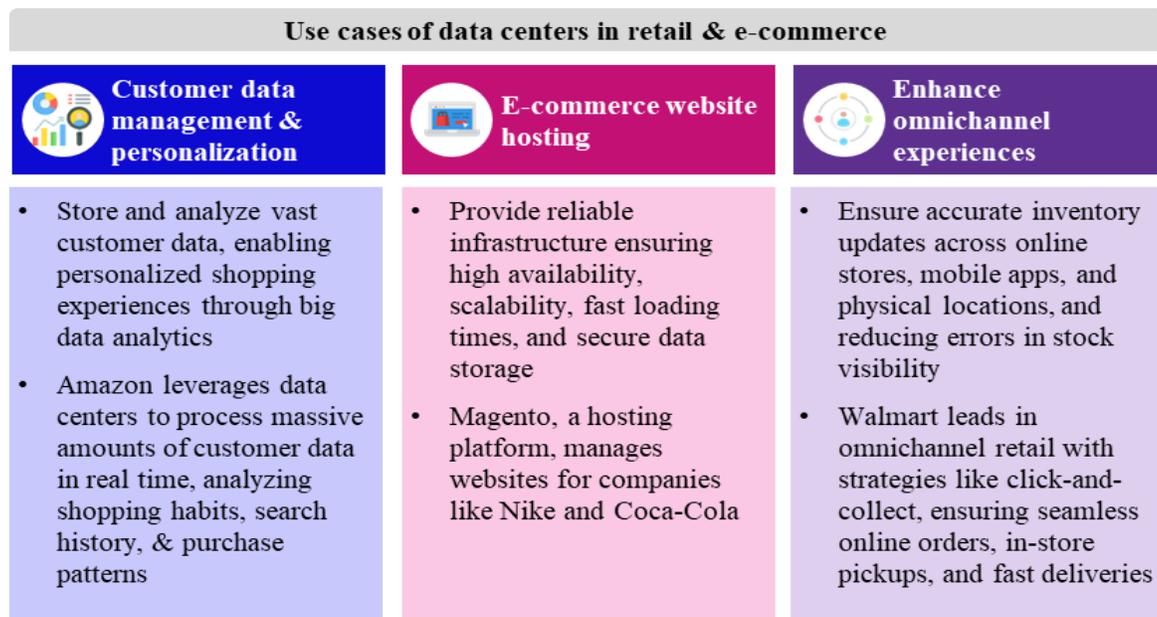


Factors driving data center demand in telecommunication:

The rollout of 5G and the growing demand for high-speed, low-latency connectivity are pushing telecom operators to deploy distributed edge data centers. These edge facilities help manage rising data traffic from bandwidth-intensive applications like streaming, gaming, and VR by processing data closer to end-users, reducing latency and improving service quality. Additionally, the need for real-time, secure access to user data for compliance and retrieval is driving further investment in data center infrastructure. As cloud-based services and data volumes continue to grow, telecom companies are adopting more scalable and powerful data center solutions to support evolving network and user demands.

- Retail and e-commerce**

Data centers are essential for modern retail operations, enabling seamless digital services and personalized customer experiences. As shoppers demand tailored interactions both online and in-store, retailers rely on data-driven insights to optimize marketing and engagement. With e-commerce expanding alongside traditional retail, companies are investing in mobile apps and online platforms to enhance customer convenience. To support this shift, robust data center infrastructure ensures reliable IT services, secure transactions, and scalable solutions for a seamless shopping experience.



Factors driving data center demand in retail and e-commerce:

The rapid growth of e-commerce and online retail is driving demand for robust data center infrastructure to manage high volumes of transactions, user data, and product information. Retailers are adopting digital tools across operations from supply chain and inventory to CRM and marketing, enhancing efficiency and engagement. As part of this shift, AI is increasingly being used to improve warehouse and inventory management, helping predict seasonal demand, manage the right mix of product sizes (SKUs), and reduce stockouts or overstocking. These applications require real-time data processing and scalable storage, further increasing reliance on data centers. An omnichannel strategy requires unified data systems to sync customer, product, and order data across platforms. The rise of dark stores, third-party brand integration, and real-time inventory sync is further increasing storage needs. Additionally, newer retail segments like food delivery are emerging as key data center demand drivers due to higher order frequencies.

- **Media and entertainment**

The media and entertainment sector is rapidly transitioning from traditional channels to digital-first models, driven by the rise of on-demand streaming and cross-platform content delivery. This shift relies on data to understand audience preferences, personalize content, and expand reach. Data centers play a key role by processing and storing large volumes of content, enabling smooth streaming, real-time analytics, and secure, scalable infrastructure. The growing demand for high-definition video, combined with increasing smartphone penetration and mobile streaming, is significantly raising data consumption. As more users shift from basic phones to smartphones, platforms like YouTube, Zee, and Sony depend on robust data center and cloud infrastructure to support performance and scalability.

Use cases of data centers in media & entertainment		
 Over-the-top (OTT) services	 Data analytics for audience insights	 Visual effects & production
<ul style="list-style-type: none">• Serve as hosting platforms for OTT media services, enabling seamless content streaming• Platforms like Netflix offer on-demand video content, enabling users to stream movies, TV shows, and original productions directly on their devices	<ul style="list-style-type: none">• Entertainment companies use data stored in data centers to analyze audience behavior and tailor content based on demographic insights• Streaming platforms like Netflix utilize real-time data to suggest personalized content based on a viewer's watch history and trending topics	<ul style="list-style-type: none">• High-end production studios use data centers to support complex visual effects requiring significant compute power• Weta FX, known for having one of the largest data centers in the filmmaking industry, quickly exceeded its capacity when it began delivering VFX shots

Factors driving data center demand in media and entertainment:

Growth in streaming and personalized content has increased demand for storage and real-time analytics, driving reliance on data centers. The rise of ad-tech, especially in connected TV and retail, adds to this need with compute-heavy, data-driven targeting. Platforms like Sony Liv are scaling cloud usage to manage storage-intensive media content.

4.2.3 Key selection criteria for each customer segment

Customer segment	Key selection criteria
 Hyperscaler	a) Scalability: Support rapid growth in demand b) Custom builds: Align with specific architecture & performance needs c) Energy efficiency: Reduce operating costs and improve sustainability
 BFSI	a) High uptime: Ensure uninterrupted services & business continuity b) Regulatory compliance: Meet RBI & SEBI specified data regulations c) Disaster recovery: Maintain continuity during outages / system failures
 Retail & e-commerce	a) Seasonal elasticity: Handle demand surges during sales & events b) Cost efficiency: Control costs in price-sensitive operations c) Integration: Enable linkage between data centers, warehouse systems, etc.
 Telecommunications	a) Network proximity: Reduce latency & interconnect delays in core telecom infra b) Low latency: Support real-time services at scale c) Edge nodes: Enable distributed compute & bandwidth offloading
 Media & entertainment	a) High throughput: Handle large content volumes quickly b) Real-time: Deliver low latency & interactive experiences c) Scalable footprint: Expand reach across locations
 Government	a) Empanelment: Qualify as approved infrastructure partner b) Data sovereignty: Comply with national data localisation requirements c) Physical security: Protect facility from breaches or sabotage

Source(s): Industry reports, 1Lattice analysis

4.3 Catalysts for increase in future demand of data centers

4.3.1 Generative AI and AI diffusion

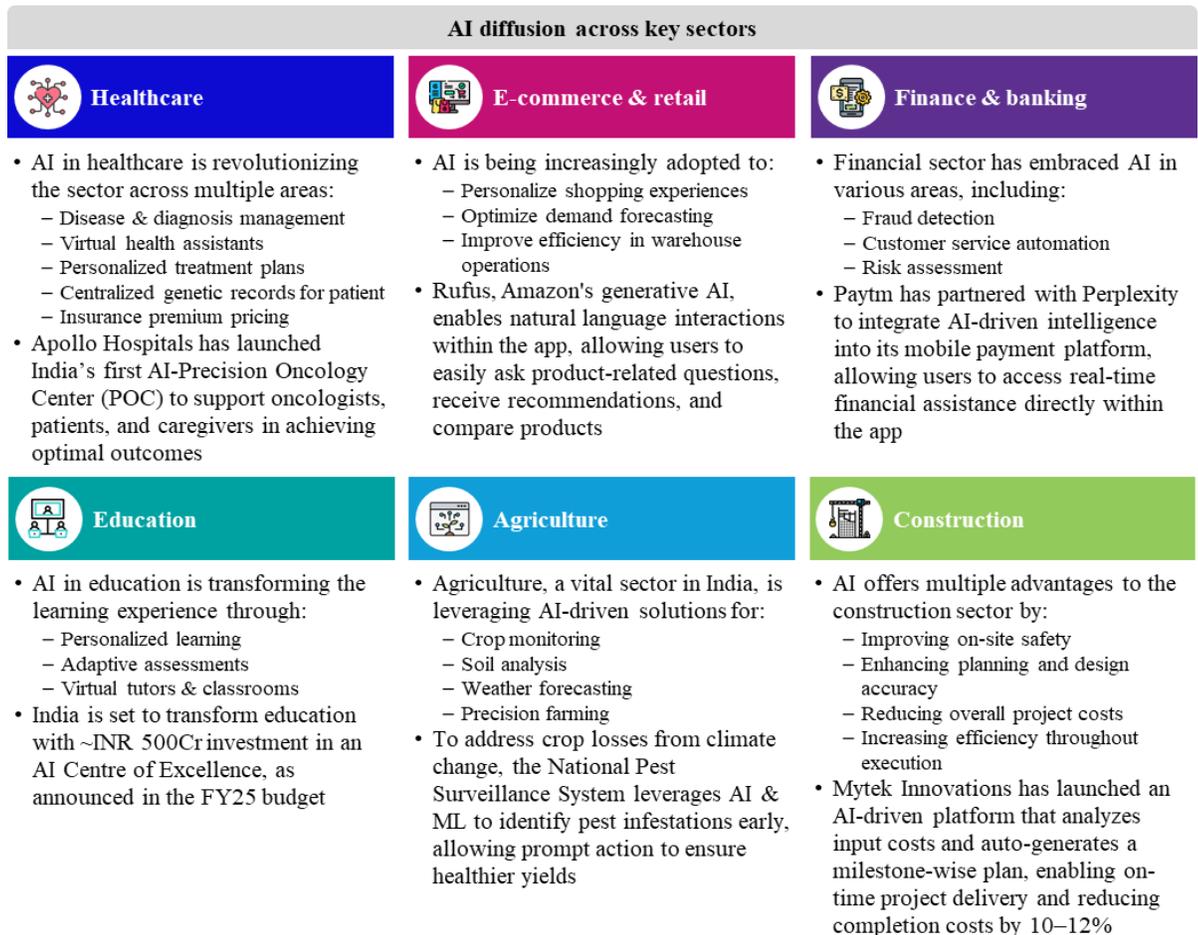
Generative AI is rapidly gaining momentum in India, with increasing adoption and development across various sectors. The country is emerging as a global leader in the use of generative AI, currently ranking second only to the United States in the use of generative AI for consumer applications. Businesses across industries are actively exploring ways to leverage generative AI, from automating repetitive tasks to enhancing overall workplace productivity. As adoption deepens, AI is helping companies reduce operational costs, enhance service delivery, and unlock new revenue streams, cementing its role as a key driver of digital transformation in India's IT sector. This growing reliance on generative AI is also reshaping the underlying compute infrastructure required to support such workloads. As models become more complex and data-intensive, there is a heightened demand for advanced hardware capable of parallel processing and high-speed computation. In the near future, GPUs like the NVIDIA H100 will significantly replace many compute requirements traditionally handled by CPUs. These GPUs, initially used for cutting-edge AI tasks, will eventually be utilized for more basic AI, graphics, and compute-intensive workloads. With the approval of the IndiaAI Mission in 2024, the government allocated INR 10,300 Cr over five years to strengthen the country's AI capabilities. A major objective of the mission is the development of a high-end common computing facility equipped with 18,693 GPUs positioning it among the largest AI compute infrastructures globally. This capacity is nearly nine times that of the open-source AI model DeepSeek and approximately two-thirds of what powers ChatGPT. In the initial phase, 10,000 GPUs have already been made available, with the remaining units to be deployed soon. This infrastructure will enable the development of indigenous AI solutions tailored to Indian languages and local contexts. Local ecosystem support for AI in India, AI-driven workloads are expected to increase significantly and become a major contributor to data center demand, with 0.7 – 1.1 GW of additional capacity expected to be required by Fiscal 2030 to cater to AI-related workloads. As AI adoption scales, the diffusion of AI workloads across enterprises will depend on factors like cost, ecosystem maturity, and hardware availability. While India is well-positioned with government support and growing AI use cases, the global scarcity of rare earth metals, critical for GPUs and advanced chips, could act as a supply-side constraint, potentially moderating the pace of infrastructure buildout.

At the same time, the rapid expansion of cloud computing, 5G deployment, ML, and the IoT is generating an enormous volume of data and growing storage needs. Additionally, the high-performance computing demands of generative AI are driving a surge in demand for data center capacity. This presents a significant opportunity for data center operators, as the infrastructure backbone becomes increasingly critical in supporting India's AI-driven future.

One of the key catalysts of AI growth in India is the increasing interest among enterprises to develop their own domain-specific AI solutions. AI's diffusion across various sectors in India is transforming industries and supporting growth. Key sectors include healthcare, e-commerce and retail, finance and banking, education, agriculture, and construction. For instance, a bank may build an AI-powered chatbot or fraud detection system. In media and entertainment, companies might develop AI-based CDN solutions or use AI to repurpose and monetize existing content, such as converting long-form content into short video snippets. AI is being leveraged to improve processes, reduce costs, and support better decision-making across sectors.

Share of AI related workloads is expected to rise from less than 1% in Fiscal 2025 to 15-20% by Fiscal 2030, amounting to a data center demand of 0.7 – 1.1 GW by Fiscal 2030. Indian data center players including Sify are deploying AI-ready infrastructure to be well prepared to capitalize on this anticipated demand for AI infrastructure by Fiscal 2030, allowing them to remain competitive in the future.

4.3.2 Data localization driving enterprise hosting within India



Source(s): Press Information Bureau, Industry reports, 1Lattice analysis

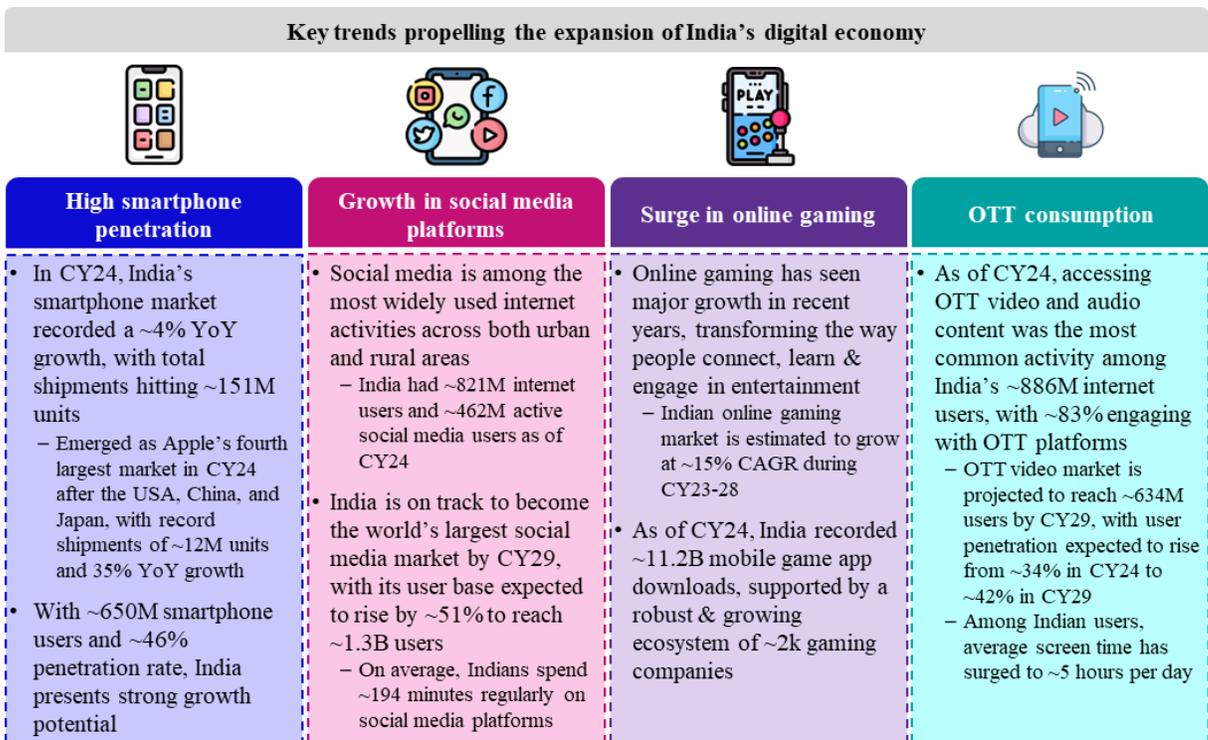
India generates nearly 20% of global data but has only 3% of the world's data center capacity, leading to large-scale offshore data storage by enterprises. This imbalance is occurring against the backdrop of a sharp rise in digital adoption, driven by surging internet penetration, rapid 5G rollout, growing cloud migration, and increasing use of data-intensive technologies such as AI and IoT. The resulting capacity shortfall underscores the urgent need to expand domestic data infrastructure, positioning India as an underpenetrated high-growth market with substantial opportunities for investment.

Regulatory changes also contribute to the shift towards data centers. The Digital Personal Data Protection Act (DPDPA) (2023) mandates in-country storage for specific categories of enterprise and personal data. Further, the

DPDPA defines “Significant Data Fiduciaries (SDFs)”, which covers enterprises processing large volumes of personal data / posing risk to sovereignty and integrity of India / risk public order and security; SDFs, which typically cover large technology firms (e.g., social media) and critical service providers (e.g., BFSI) to store data domestically. Since the act has been enacted already, the rules are expected to be notified soon, kickstarting the data localization process. The Reserve Bank of India (RBI) enforces localization of payment data, directly impacting banks, fintechs, and payment processors. Additionally, the Telecom Regulatory Authority of India (TRAI) has recommended that telecom data should be stored domestically, adding further compliance requirements, and further boosting data localization. As the DPDPA moves closer to operationalisation, the upcoming rules are expected to encourage more enterprises to bring data workloads onshore, especially those in regulated sectors or classified as Significant Data Fiduciaries. This shift is likely to benefit both hyperscalers expanding their India footprint and enterprise-grade private / public cloud setups housed in domestic data centers. Over time, this could lead to a more diversified mix of hyperscaler and enterprise workloads in India’s data center market.

India’s expanding digital economy is also playing a pivotal role in accelerating new capacities. The country ranks as the third most digitalized economy globally in terms of overall digital integration and 12th among G20 nations in terms of individual digital adoption. The digital economy is projected to grow significantly in the coming years.

Key trends driving this growth are outlined below:



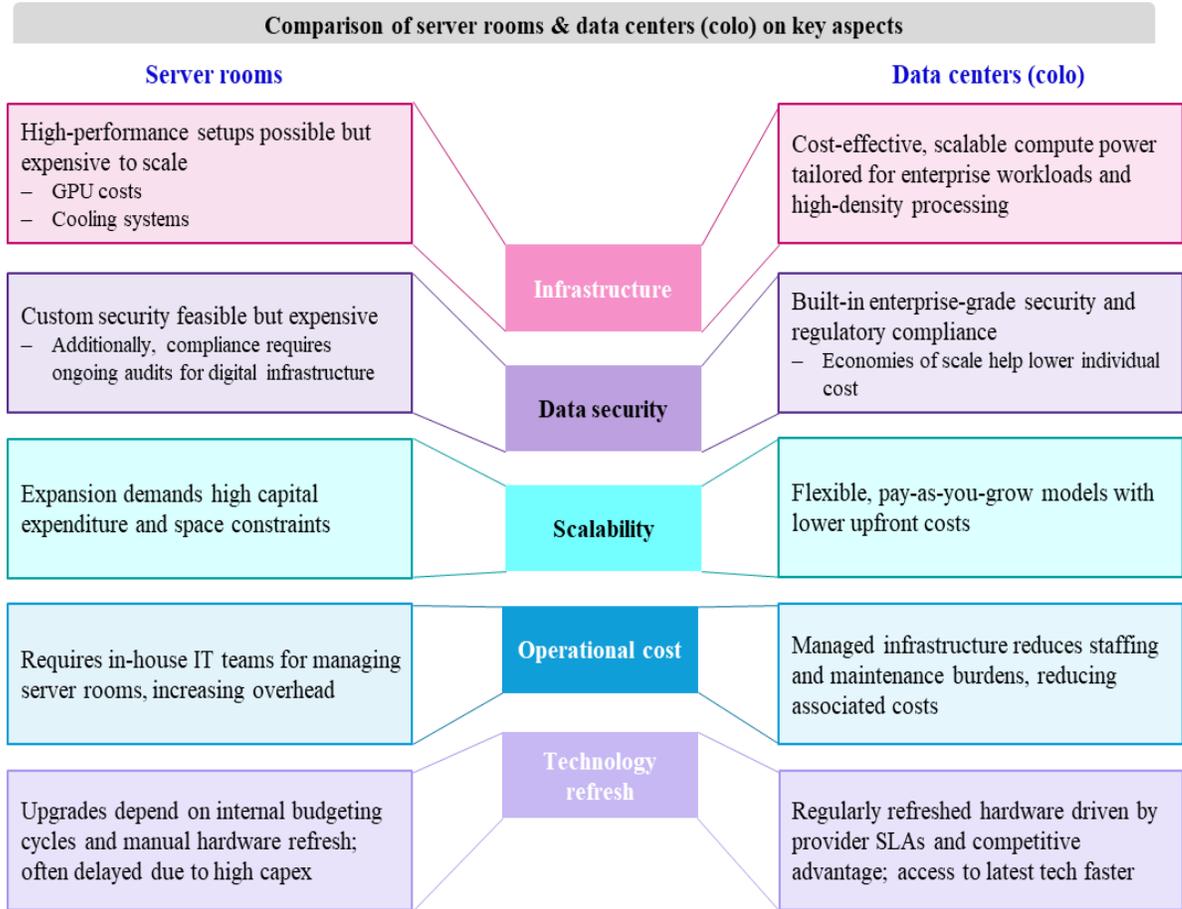
Source(s): IBEF – Media and Entertainment report, Industry reports, 1Lattice analysis

To meet this growing demand, hyperscalers such as AWS have committed over USD 2 billion in Indian data center expansion. This shift presents a strong growth opportunity for domestic data center operators, as enterprises move workloads onshore to meet regulatory and business needs.

4.3.3 Shift of India’s enterprise server rooms to data centers (colocation offerings)

Enterprises are transitioning from traditional server rooms to data centers (colocation offerings), driven by the need for scalability, efficiency, and security. Currently, 67% of Indian companies are shifting applications to the cloud, reinforcing a national trend towards moving away from traditional methods like server rooms. This migration is not monolithic. While some enterprises opt for colocation in private clouds, a substantial and growing number are adopting hybrid and public cloud strategies. Players of scale and medium-sized enterprises are leveraging public cloud providers for scalability, cost-efficiency, and access to advanced services like AI and machine learning. Simultaneously, they often retain certain critical applications or sensitive data in a private cloud or on-premise environment, leading to a hybrid model. This nuance is crucial; the movement is not simply from on-premise to a single alternative, but a strategic reallocation of workloads across private, public, and hybrid environments to optimize for cost, performance, and security. This shift is occurring due to the demand for flexible IT infrastructure, reducing reliance on in-house

setups. Additionally, AI adoption is expected to contribute to the shift towards data centers, as traditional server rooms lack the power, cooling, and scalability needed for AI workloads. The current colo versus captive data center capacity split is estimated at 60:40, compared to approximately 45:55 five years ago, and is projected to reach approximately 70:30 over the next five years, reflecting a sustained migration away from captive facilities. As enterprises migrate from private server rooms to robust data center / colocation solutions, the industry is witnessing sustained growth, positioning data centers as critical components of enterprises' digital infrastructure.



Source(s): Industry reports, News articles, 1Lattice analysis

4.3.4 Foreign players may increasingly collocate to data centers in India

India is rapidly positioning itself as a global hotspot for data center investments, driven by strong digital growth and favorable economics. Between Fiscal 2020 and Fiscal 2025, India's data center demand grew by 28.1%, rising from 0.4 GW to 1.3 GW, and is projected to reach 4.7 – 5.7 GW by Fiscal 2030, growing at a 30.1 – 35.1% CAGR. Major data center players in India saw revenue grow at approximately 24% CAGR from Fiscal 2017 to Fiscal 2023, driven by capacity additions. The trend is expected to continue, with revenue projected to grow at approximately 32% CAGR during Fiscal 2024 to Fiscal 2026. Global technology companies have already entered the Indian market; for instance, NVIDIA has partnered with Tata Group and Reliance Industries to build supercomputing data centers and AI infrastructure. India's combination of scale, talent pool, lower capital expenditure cost, and rapid digital transformation makes it a preferred destination for countries across the globe looking to meet their data infrastructure needs.

i. Singapore demand may move to India

Singapore's position as a digital hub in Asia, backed by advanced data infrastructure and strong connectivity, has long made it a key enabler of cloud adoption and digital transformation. However, due to concerns around high energy consumption and limited land availability, the government imposed a moratorium on new data center developments in calendar year 2019. This pause was lifted in calendar year 2022, but only under strict sustainability guidelines requiring operators to meet high energy efficiency standards and integrate renewable energy sources. These regulatory and infrastructural constraints have prompted many Singapore-based data center players to look beyond their domestic market to share the upcoming data center demand. Emerging

digital economies, such as India, are increasingly attracting interest due to their cost advantages, availability of land, and supportive policy frameworks. Additionally, undersea cable projects such as Reliance Jio's multi-terabit India-Asia-Xpress (IAX) undersea cable system, to establish direct connectivity to major internet hubs in India and Singapore. The IAX cable consists of its main trunk from Tuas (Singapore) to Mumbai, with 12 cable landings across five nations. Such developments can position India as a regional hub for future-ready digital infrastructure investments.

ii. Middle East looking at India as data center zone, with a particular focus on data embassies

The Middle East, particularly the UAE, is entering a transformative phase in its AI journey, aiming not only to shape global AI policy but also to expand the economic impact of AI and adjacent sectors such as cloud infrastructure and services. As part of this ambition, the UAE is planning to invest tens of billions of dollars in overseas data centers through bilateral partnerships. With data centers now recognized as essential infrastructure for economic competitiveness and their development requiring high capital and energy inputs, countries are increasingly turning to collaborative models involving both public and private sector investments. Amid regional variations in construction costs, India has emerged as a particularly attractive destination. India's cost advantages, supported by a strong digital growth trajectory, make it a preferred zone for data center investments from Middle Eastern economies looking to expand their global digital footprint.

Upcoming UAE investments in India:

The UAE is advancing multiple bilateral agreements to grow its international data center footprint. India emerges as one of the most significant partners, with a planned capacity of 2 GW. These developments reinforce India's growing status as a key data center destination for Middle Eastern investors.

iii. European companies hosting in India due to power challenges

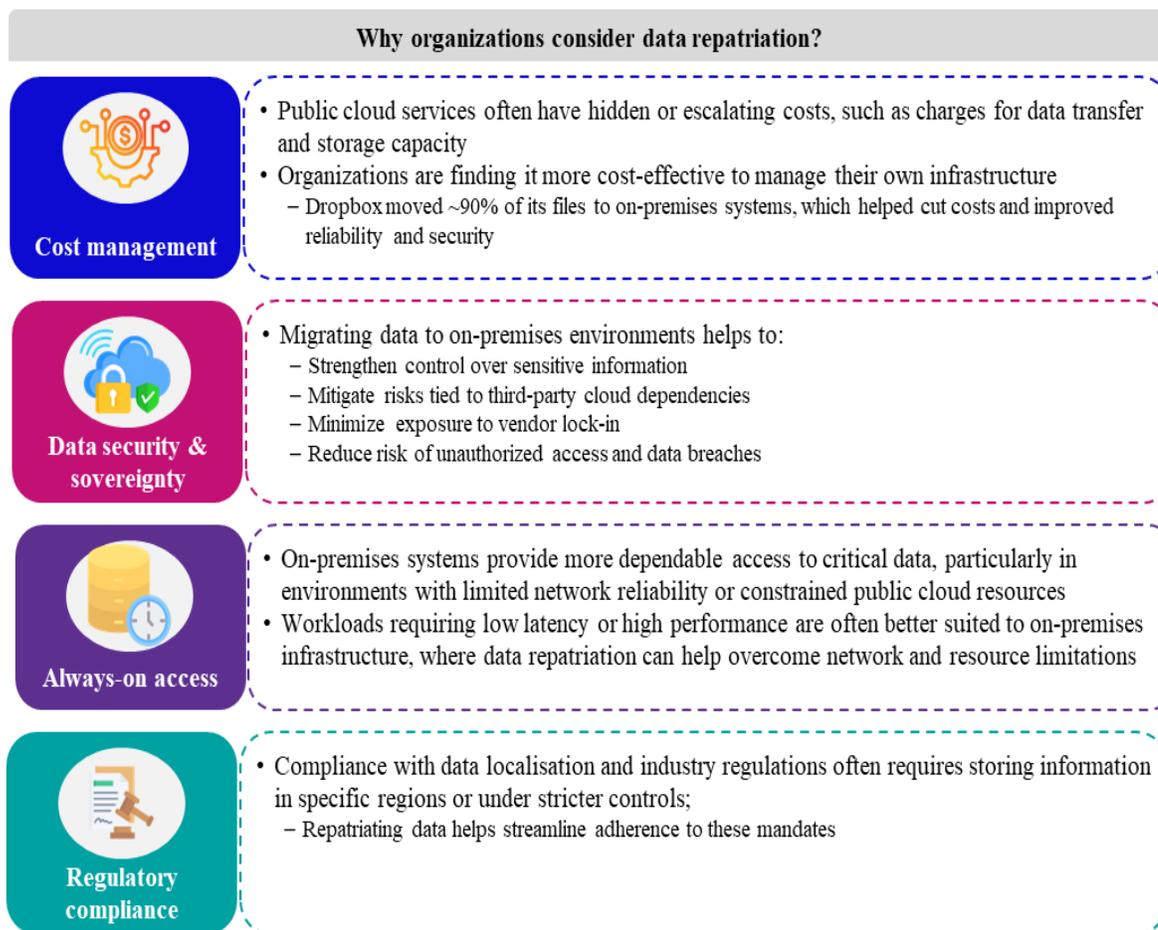
Europe is witnessing exceptional demand for data center capacity, driven by rapid AI adoption, digital transformation, and the growing reliance on cloud and edge computing. However, this growth is expected to significantly strain the region's energy resources, with data center electricity requirements projected to surge by up to approximately 160% by calendar year 2030, reaching approximately 287 TWh annually, surpassing Spain's total consumption in calendar year 2022. Additionally, if powered by fossil fuels, emissions from new EU data centers could rise from approximately 5MT carbon emissions in calendar year 2025 to approximately 39MT by calendar year 2030, exceeding the combined emissions of Lithuania and Estonia in calendar year 2022. Against this backdrop, India is emerging as an alternative, evident by entry of European cloud provider, OVHCloud, opening a data center in India. With a robust power grid, a deep pool of skilled talent, and cost-efficient infrastructure, India is well-positioned to serve not just domestic demand but also cater to global markets. India's coastal regions offer many advantages for new data centers. Proximity to near-shore wind and solar generation and energy storage facilities can significantly reduce transmission infrastructure costs, energy losses, carbon footprint, and right-of-way land acquisition issues for data centers. The relatively moderate temperature ranges in India's coastal regions could also reduce data centers' energy and water demands. Moreover, as renewable energy projects are modular, they can be rapidly scaled up to match the rate of data center growth. Energy flows can be ring-fenced through the spatial colocation of data centers and the associated power infrastructure, avoiding additional stress on local distribution grids. By tapping into renewable energy sources and integrating energy-efficient technologies, India offers a solution that not only supports data center growth but also alleviates the carbon emission challenges faced by regions like Europe. These advantages position India as a global data center hub amid Europe's energy limitations and APAC's scale constraints.

For example, in calendar year 2023, OVHcloud, one of Europe's leading cloud providers, launched its first data center in Mumbai, marking its entry into the Asia-Pacific region. As its first facility in APAC, this deployment reflects India's strong market potential and OVHcloud's commitment to serving customers and partners in the region. The investment aligns with India's expanding digital economy and the government's increasing focus on data protection regulations.

4.3.5 Data repatriation and hybrid cloud inflexion point

Data repatriation is the process of moving data, applications, services, or specific workloads from public cloud platforms such as AWS, Azure, or Google Cloud back to on-premise data centers, private clouds, or hybrid storage environments. Although organizations are drawn to public cloud solutions for their scalability, flexibility, and ease of access, they often encounter challenges such as high storage costs, data privacy concerns, regulatory compliance requirements, and the need for greater performance and control. Businesses may turn to data repatriation either fully or partially to strike a balance between cloud capabilities and local infrastructure. This reflects a broader trend towards

optimizing IT strategies: while some enterprises repatriate select workloads, many others, including players of scale and medium enterprises, are concurrently moving workloads from private clouds to more agile hybrid and public cloud environments. Sectors such as banking are witnessing growing momentum in data repatriation, driven by compliance and cybersecurity concerns. Regulatory bodies, such as CERT-In (Indian Computer Emergency Response Team), have introduced increasingly stringent mandates requiring specific and immediate implementation, often difficult to execute within third-party cloud environments. Moreover, banks struggle with gaining complete visibility and control over data flows in public clouds, including understanding ports, protocols, and underlying technologies in use. These limitations make effective monitoring and security a challenge. At the same time, a new wave of “Neo-cloud” players is emerging. These providers differentiate themselves from traditional hyperscalers by focusing on regional deployments, sovereign cloud models, edge-first infrastructure, or industry-specific cloud services. They often offer greater pricing transparency, lower total cost of ownership, and more control over data flows, features that appeal to enterprises rethinking their cloud strategies. Many of these neo-cloud providers are now evaluating India as a strategic geography to host computation-heavy workloads, given its cost advantages, strong developer ecosystem, and improving renewable energy mix. As India’s AI ecosystem continues to mature, emerging cloud providers are likely to consider establishing data center operations in the country, recognizing the strategic importance of participating in India’s growth story. This mirrors the trajectory followed by hyperscalers in expanding their presence over the past few years.



Source(s): Industry reports, News articles, I Lattice analysis

Hybrid cloud inflexion point refers to a critical juncture or turning point in an organization’s cloud strategy where the adoption and utilization of a hybrid cloud model fundamentally changes. It’s not a universally defined technical term but rather a concept indicating a shift in how an organization approaches its IT infrastructure by blending on-premises private clouds with one or more public cloud services.

5. Competitive Benchmarking

The Indian data center industry has a highly competitive landscape that includes players such as Sify Infinit Spaces Limited, NTT Data Centers, Nxtra Data (by Airtel), CtrlS Data centers, and ST Telemedia GDC, alongside global players like Equinix and Digital Realty who continue expanding their Indian presence.

As the data center industry undergoes rapid transformation driven by rising digital adoption, cloud migration, and AI workloads, benchmarking becomes critical to assess how providers differentiate themselves in a competitive and capital-intensive landscape. This section compares data center players performance and strategic positioning against leading domestic and international peers across key financial and operational parameters. While most players traditionally focus on core colocation services, Sify stands out through its integrated ICT model, offering a full spectrum of data center infrastructure, network connectivity, and managed application services. This holistic approach not only enhances customer stickiness but also creates a defensible moat in a market increasingly demanding end-to-end digital infrastructure. SISL, through the Sify Group’s combined experience, has developed efficiencies in the development of data centers that enable it to operate and bring data center capacity online with greater cost efficiencies. The following comparative analysis helps position Sify within this evolving landscape, setting the stage for a closer look at the global technological advancements shaping the future of data centers.

5.1 Financial benchmarking

SISL’s revenue increased from INR 10,213.40 million in Fiscal 2023 to INR 14,283.65 million in Fiscal 2025, growing at a CAGR of 18.26%, which is the best among its peers; hyperscaler clients are key contributors to demand across SISL’s data centers, contributing approximately 70% of SISL’s operating revenue in Fiscal 2025. EBITDA grew by 53.72% over the same period, with EBITDA margins consistently posting more than 40% during Fiscal 2023 to Fiscal 2025, indicating strong efficiency. Profit after tax (PAT) also grew from INR 966.86 million in Fiscal 2023 to INR 1,263.60 million in Fiscal 2025.

Reporting disclaimer:

* For Digital Realty & Equinix, calendar year 2022, calendar year 2023 and calendar year 2024 have been considered as Fiscal 2023, Fiscal 2024 and Fiscal 2025, respectively.

** For NEXTDC, year ending June 2023, June 2024 and June 2025 (Australian financial year) have been considered as Fiscal 2023, Fiscal 2024 and Fiscal 2025, respectively.

Parameters	Company	Fiscal 2023	Fiscal 2024	Fiscal 2025	
Revenue from operations (INR Millions)	Domestic	Sify Infinit Spaces	10,213.40	11,141.70	14,283.65
		CtrlS Data Centers	11,213.00	13,390.00	NA
		Nxtra Data	16,011.00	18,266.00	20,785.00
		ST Telemedia GDC	18,234.47	19,974.71	23,318.00
		NTT Data Centers	22,582.92	27,194.84	NA
	Global	Equinix*	5,70,653.07	6,76,059.96	7,31,953.66
		Digital Realty*	3,68,636.86	4,52,225.41	4,64,789.57
		NEXTDC**	19,879.60	21,996.71	23,504.86
EBITDA (INR Millions)	Domestic	Sify Infinit Spaces	4,126.06	4,652.65	6,342.46
		CtrlS Data Centers	6,184.00	6,344.00	NA
		Nxtra Data	6,185.00	6,953.00	7,863.00
		ST Telemedia GDC	8,327.69	8,693.64	NA
		NTT Data Centers	8,727.41	9,692.56	NA
	Global	Equinix*	2,66,759.53	3,06,261.60	3,49,828.33
		Digital Realty*	2,79,193.92	2,57,303.40	2,38,213.77
		NEXTDC**	10,020.18	10,374.99	11,004.91
PAT (INR Millions)	Domestic	Sify Infinit Spaces	966.86	932.48	1,263.60
		CtrlS Data Centers	2,898.00	2,096.00	NA
		Nxtra Data	2,201.00	2,318.00	2,243.00
		ST Telemedia GDC	1,640.05	1,076.87	1,635.40
		NTT Data Centers	1,737.21	381.76	NA
	Global	Equinix*	55,391.77	80,007.58	68,108.17
		Digital Realty*	29,674.59	78,342.87	50,410.92
		NEXTDC**	-1,208.68	-2,401.63	-3,331.05
EBITDA (%)	Domestic	Sify Infinit Spaces	40.40%	41.76%	44.40%
		CtrlS Data Centers	55.15%	47.38%	NA
		Nxtra Data	38.63%	38.07%	37.83%
		ST Telemedia GDC	45.67%	43.52%	NA
		NTT Data Centers	38.65%	35.64%	NA
	Global	Equinix*	46.75%	45.30%	47.79%
		Digital Realty*	75.74%	56.90%	51.25%
		NEXTDC**	50.40%	47.17%	46.82%

Parameters		Company	Fiscal 2023	Fiscal 2024	Fiscal 2025
PAT (%)	Domestic	Sify Infinit Spaces	9.47%	8.37%	8.85%
		CtrlS Data Centers	25.85%	15.65%	NA
		Nxtra Data	13.75%	12.69%	10.79%
		ST Telemedia GDC	8.99%	5.39%	7.01%
		NTT Data Centers	7.69%	1.40%	NA
	Global	Equinix*	9.71%	11.83%	9.30%
		Digital Realty*	8.05%	17.32%	10.85%
		NEXTDC**	-6.08%	-10.92%	-14.17%
ROE (%)	Domestic	Sify Infinit Spaces	12.19%	7.57%	7.68%
		CtrlS Data Centers	26.60%	15.62%	NA
		Nxtra Data	14.42%	8.75%	7.78%
		ST Telemedia GDC	9.48%	4.22%	NA
		NTT Data Centers	9.03%	1.91%	NA
	Global	Equinix*	6.30%	8.08%	6.26%
		Digital Realty*	2.06%	5.03%	2.91%
		NEXTDC**	-1.09%	-1.50%	-1.57%
ROCE (%)	Domestic	Sify Infinit Spaces	9.88%	6.75%	7.92%
		CtrlS Data Centers	24.62%	13.91%	NA
		Nxtra Data	15.06%	9.47%	8.07%
		ST Telemedia GDC	9.14%	6.32%	NA
		NTT Data Centers	8.63%	5.82%	NA
	Global	Equinix*	6.58%	6.92%	7.59%
		Digital Realty*	5.92%	4.12%	3.10%
		NEXTDC**	1.58%	0.68%	-0.19%
CapEx (INR Millions)	Domestic	Sify Infinit Spaces	3,461.40	4,450.40	8,442.12
		CtrlS Data Centers	6,319.00	16,132.00	NA
		Nxtra Data	5,580.00	5,581.00	16,645.00
		ST Telemedia GDC	11,196.76	9,697.44	NA
		NTT Data Centers	11,297.21	28,132.82	NA
	Global	Equinix*	1,87,718.43	2,31,505.97	2,60,521.14
		Digital Realty*	2,05,146.71	2,75,509.59	2,21,060.60
		NEXTDC**	38,093.37	55,585.93	94,825.37
Depreciation (INR Millions)	Domestic	Sify Infinit Spaces	2,083.00	2,555.17	3,268.16
		CtrlS Data Centers	1,555.00	2,135.00	NA
		Nxtra Data	3,365.00	3,790.00	4,592.00
		ST Telemedia GDC	3,778.78	4,529.94	NA
		NTT Data Centers	3,381.91	4,700.13	NA
	Global	Equinix*	1,36,475.89	1,52,336.42	1,68,094.98
		Digital Realty*	1,23,978.01	1,39,939.71	1,48,247.98
		NEXTDC**	7,687.53	9,123.15	11,466.46
Depreciation rate (%)	Domestic	Sify Infinit Spaces	11.09%	11.00%	10.33%
		CtrlS Data Centers	7.22%	5.86%	NA
		Nxtra Data	9.26%	9.58%	8.30%
		ST Telemedia GDC	8.66%	8.78%	NA
		NTT Data Centers	7.30%	6.48%	NA
	Global	Equinix*	7.38%	7.13%	7.48%
		Digital Realty*	6.29%	6.46%	6.70%
		NEXTDC**	4.32%	4.36%	4.17%
Net Debt / EBITDA	Domestic	Sify Infinit Spaces	3.88	4.62	3.66
		CtrlS Data Centers	1.72	3.63	NA
		Nxtra Data	0.78	1.29	1.84
		ST Telemedia GDC	4.32	5.13	NA
		NTT Data Centers	6.56	7.67	NA
	Global	Equinix*	4.29	4.14	3.80
		Digital Realty*	4.44	4.98	4.40
		NEXTDC**	3.70	1.15	4.81
EBIT / Gross PPE	Domestic	Sify Infinit Spaces	10.87%	9.03%	9.72%

Parameters	Company	Fiscal 2023	Fiscal 2024	Fiscal 2025
Global	CtrlS Data Centers	21.48%	11.56%	NA
	Nxtra Data	7.76%	8.00%	5.91%
	ST Telemedia GDC	10.42%	8.07%	NA
	NTT Data Centers	11.54%	6.89%	NA
	Equinix*	7.05%	7.20%	8.08%
	Digital Realty*	7.88%	5.42%	4.07%
	NEXTDC**	1.31%	0.60%	-0.17%

SISL's EBITDA and EBITDA margin in Fiscal 2025 were INR 6,342.46 million and 44.40%, respectively. Additionally, Sify achieved ROCE of 9.88%, 6.75% and 7.92% in Fiscal 2023, Fiscal 2024 and Fiscal 2025, respectively, which is significantly higher than its global peers.

Depreciation plays a critical role in determining ROCE, particularly in the asset-intensive data center industry. Elevated depreciation in the initial years of capacity expansion typically suppresses EBIT and, consequently, ROCE. However, as these assets mature and contribute more meaningfully to revenues, the relative impact of depreciation declines, often resulting in a notable improvement in capital efficiency.

Sify's depreciation rose from INR 2,083.00 million in Fiscal 2023 to INR 3,268.16 million in Fiscal 2025, resulting in a depreciation rate of 10.33% in Fiscal 2025 the highest among its peers. This partly weighed on its ROCE, which stood at 7.92% in Fiscal 2025. This elevated depreciation rate reflects SISL's aggressive investment in expanding its data center footprint. From an accounting standpoint, a higher depreciation rate accelerates the expensing of capitalized assets, reducing the book value of fixed assets more quickly. While this temporarily suppresses reported EBIT and return ratios such as ROCE, it also results in a leaner balance sheet over time, improving capital productivity as new assets begin generating stable revenues.

A few Indian players recorded a decline in ROCE during Fiscal 2025, coinciding with higher depreciation levels, suggesting that recent capital investments are yet to translate into proportional earnings. Global peers like Equinix and Digital Realty, with relatively stable depreciation trends, maintained low but consistent ROCE, characteristic of mature asset portfolios. Against this backdrop, SISL's ROCE, while moderating in recent years due to expansion-led capital deployment, continues to outpace several global benchmarks. The company's ability to maintain healthy operating margins while investing for capacity growth underlines its disciplined execution and positions it for long-term value creation as these assets ramp up.

- EBITDA = Profit Before Tax (before exceptional items)– Other Income + Finance Cost + Depreciation and Amortization
- EBITDA Margin = EBITDA / Revenue
- PAT Margin = PAT / Revenue
- ROE = PAT / Average Shareholder's Equity
- ROCE = EBIT / Average Capital Employed, EBIT = EBITDA - Depreciation and Amortization; Capital Employed = Net Worth + Total Borrowings – Cash and Cash Equivalents
- CapEx = Net Change in PPE + Depreciation and Amortization
- Working Capital (Days) = Working Capital*365 / Revenue from Operations; Working Capital = Current Assets – Current Liabilities
- Depreciation Rate = Depreciation and Amortization / Gross property, plant and equipment***

Note(s):

For ST Telemedia GDC and NTT Data Centers, their Indian entities' financials have been considered.

* For Digital Realty and Equinix, calendar year 2022, calendar year 2023 and calendar year 2024 have been considered as Fiscal 2023, Fiscal 2024, Fiscal 2025, respectively. Additionally, EBITDA reported has been adjusted for one-time expenses for Digital Realty & Equinix.

.For balance sheet and related items, 1 USD is considered equal to INR 82.40, INR 83.25, INR 84.97 as on Dec 31st 2022, Dec 31st 2023 and Dec 31st 2024, respectively. For income statement and related items, 1 USD is considered equal to INR 78.57, INR 82.57, INR 83.67 for the period ending at Dec 31st 2022, Dec 31st 2023 and Dec 31st 2024, respectively.

** For NEXTDC, year ending June 2023, June 2024 and June 2025 (Australian financial year) have been considered as Fiscal 2023, Fiscal 2024 and Fiscal 2025, respectively. Land has been included in calculation of gross PPE. For balance sheet and related items, 1 AUD is considered equal to INR 55.18, INR 55.44, INR 55.81 as on June 30th 2023, June 30th 2024 and June 30th 2025, respectively. For income statement and related items, 1 AUD is considered equal to INR 54.86, INR 54.40, INR 55.02 for the period ending at June 30th 2023, June 30th 2024 and June 30th 2025, respectively

*** Does not include owned land and capital work in progress / construction work in progress. Total borrowings includes lease liabilities.

Source: Company annual reports, MCA, ILattice analysis

5.2 Operational benchmarking

In a data center environment, operational metrics serve as critical benchmarks to measure the efficiency, reliability, and performance of the core infrastructure and support systems. Continuous monitoring of these parameters enables

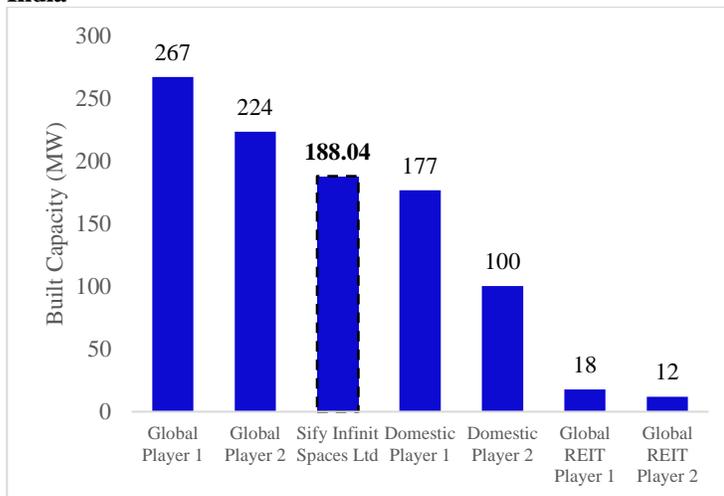
data-driven optimizations, strategic investments and technological advancements, where even marginal improvements in uptime, energy usage, or resource allocation can translate into significant financial and operational gains over time. By being the first and one of the largest players in the commercial data center space in India under section 3 above (Data Center Market Dynamics), and with the advantage of being a home-grown Indian company in a rapidly growing industry, SISL has been able to gain a substantial market share in India. However, it is crucial to analyze some of the data center key indicators for performance and efficiency for SISL and its competitors identified earlier in section 3 above. The same is discussed below.

Note that in the subsequent sections the names of competing operators have been anonymized for the purpose of maintaining confidentiality.

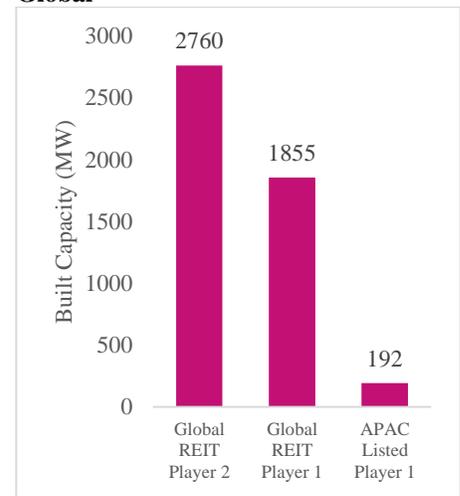
I. Built capacity

Built capacity is a data center’s capacity that is Live and Ready for Service (RFS). In other words, this capacity includes both the space already leased and the capacity ready to be leased to any future customers. A strong built capacity reflects the company’s scalability to cater to customer needs. SISL is one of the leading providers of data center colocation services in India, in terms of built IT capacity as of March 31, 2025. Between April 1, 2023 and March 31, 2025, SISL expanded its capacity by 95.41 MW, which is higher than the capacity added by their peers over the same period.

India



Global



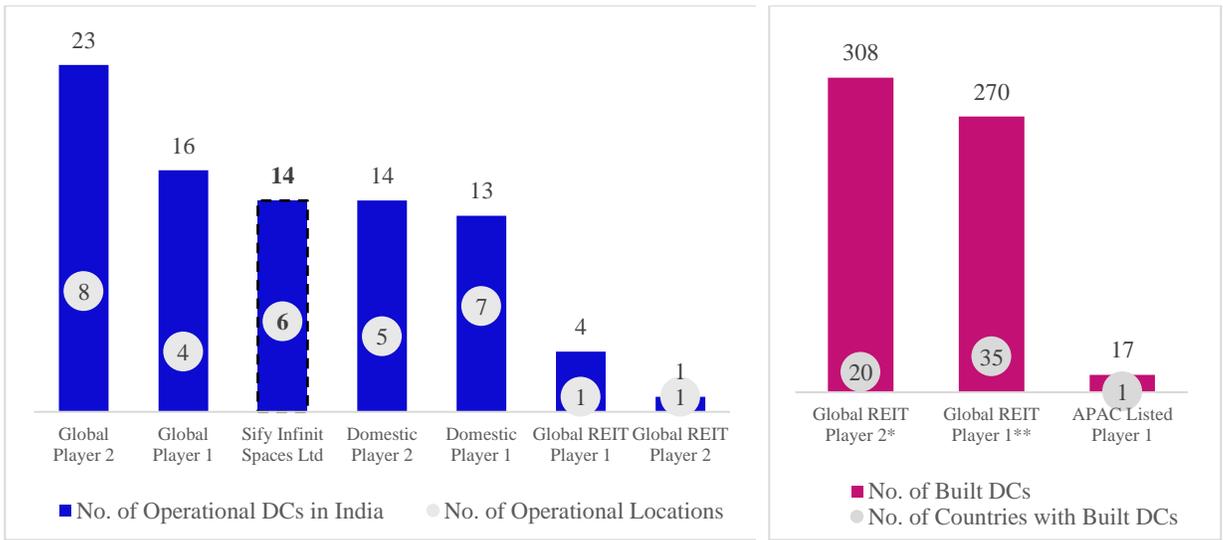
- Built capacity in India (MW) as of March 31, 2025, Source: C&W Research, SISL
- Global built capacity (MW) as of March 31, 2025, Source: Investor Presentations, C&W Research

II. Locational presence and number of data centers

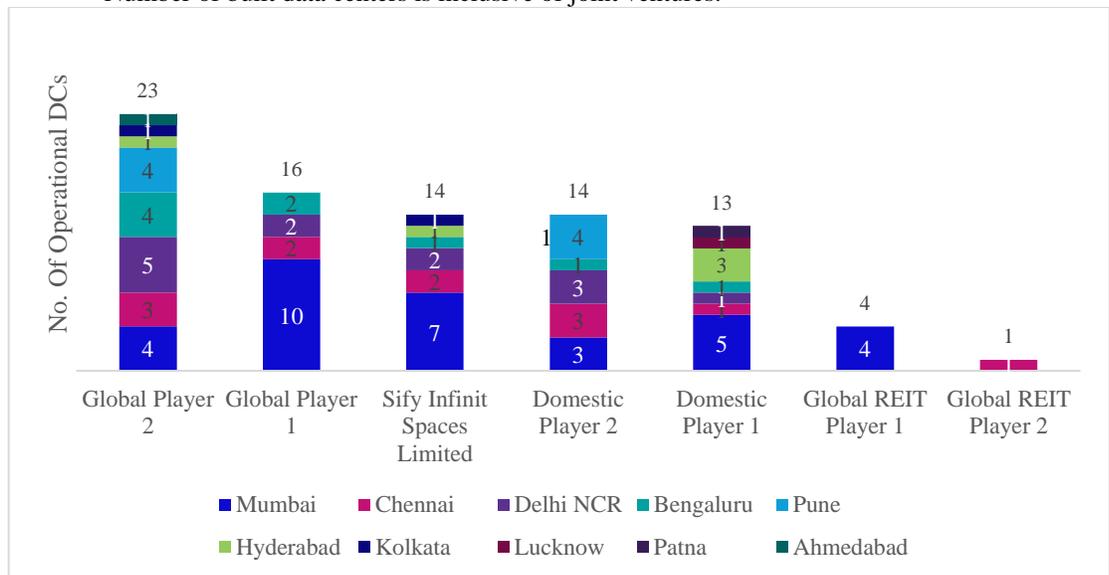
An analysis of data center operators’ presence across locations along with the number of built data center facilities in India gives us a perspective of their locational strategies. Global Player 2 leads with 23 built data centers across 8 locations, showcasing a strong national footprint. SISL and Domestic Player 2, each operate 14 data centers, with Domestic Player 2 spread across 5 locations and SISL spread across 6 locations, indicating a balanced approach between reach and density. Domestic Player 1 has 13 data centers built across 7 locations. Meanwhile, Global Player 1, with 16 data centers in 4 locations, demonstrates a high-density deployment strategy. The Global REIT Players with 4 and 1 data center, respectively, are present in fewer locations, suggesting a more focused or emerging presence in India.

India

Global



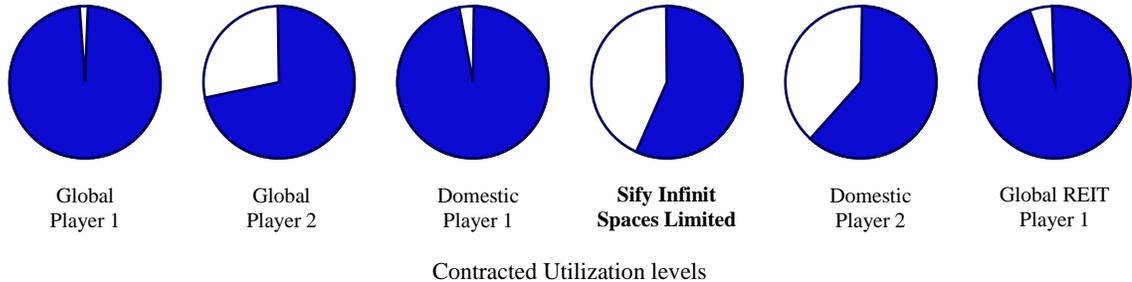
- a. No. of built locations and data centers in India as of March 31, 2025, Source: C&W Research, SISL
- b. No. of global built locations and data centers as of March 31, 2025, Source: Investor Presentations, C&W Research
- * Number of built data centers includes data centers held as investments in unconsolidated joint ventures
- ** Number of built data centers is inclusive of joint ventures.



Number of built data centers by location as of March 31, 2025, Source: C&W Research; SISL

III. Contract utilization, customer mix and strategy

In the data center industry, contract utilization refers to the portion of built capacity that has been contractually committed to customers. It reflects business demand and revenue predictability. The graph below illustrates the contracted built capacity in percentage range at a portfolio level in India for each operator as of March 31, 2025. It is also important to note that newly Ready-for-Service (RFS) data centers typically require a ramp-up period of 12 to 18 months to achieve optimal capacity utilization.



Contracted utilization as of March 31, 2025
Source: C&W Research

With regards to customer mix, for several peers, 80-90% of their business is driven by hyperscalers and the remaining is attributable to Enterprise and BFSI segment. SISL has reported approximately 60-70% of their business to Hyperscale clients, whereas the remaining is split between its BFSI segment and Enterprise clients. While the global players in India leverage their existing global clientele present in India, Indian born data center operators such as SISL and other domestic peers cater to a significant in-country demand associated with BFSI segment such as clearing repositories, clearing gateways and top Indian banks.

IV. Power Usage Effectiveness (PUE)

PUE of a data center is a key metric that tells us how efficiently a data center uses energy. It tells you how much energy is used by the computing equipment (like servers) compared to the total energy used by the facility. The Green Grid developed a comprehensive examination of the metric by providing guidelines for determining the Power Usage Effectiveness.

- **PUE formula:** $PUE = \text{Total facility energy} / \text{IT equipment energy}$
- **Total facility energy:** Refers to the overall energy consumed by a data center, encompassing not only the IT load but also all supporting infrastructure such as cooling systems, lighting, power distribution, and conversion losses. It represents the complete energy requirement needed to keep the facility fully operational.
- **IT equipment energy:** Only the energy consumed by servers, storage, and networking gear.

The closer the value of PUE is to 1.0, the more efficiently the data center is using its power across the facility. As per estimates, a reduction of 0.1PUE can result in savings in power cost by approximately INR 100 Million annually for a 20 MW IT data center.⁸¹ PUE improves with higher occupancy levels, as shared infrastructure, particularly cooling and power systems, operates more efficiently when the data center is utilized closer to design capacity.

Data center operators in India have an average design PUE of approximately 1.5. However, the operational PUE may vary due to various factors such as occupancy levels in the facility, partial floor usage, excess power required by customers for additional use cases for higher workload etc. At a global level the players are able to achieve between 1.38 to 1.4 PUE. Through their efficient build, design and cooling technologies, SISL designs data centers at industry-comparable power usage effectiveness (“PUE”) levels.

V. Water Usage Effectiveness (WUE)

WUE is a metric used to measure how efficiently a data center uses water. It was developed by The Green Grid, just like PUE, to track environmental sustainability, though specifically related to water consumption.

The Global players operating in India, monitor and publish their WUE in their sustainability reports at a Global level, while the Indian origin operators have been publishing their commitment to reduce WUE through annual targets to reduce water usage. Global players have reported WUE in the range of 1.5 to 2.8 in their global reports. According to Sify Technologies Limited Integrated report 2023 – 2024, the water usage efficiency has gone up by 16% compared to a baseline year of Fiscal 2022. As per the same report 12 water efficiency initiatives were undertaken by Sify Technologies Limited in Fiscal 2024. ICRA ESG Ratings has rated SISL an impact score of 78 over 100 additionally certifying them 100% water recycled company. Through these measures SISL is able to design their data centers at industry comparable Water usage effectiveness level, as disclosed by SISL.

VI. Uptime Guarantee

Uptime is defined as the service provider’s commitment to operational availability, typically expressed as a percentage (e.g., 99.999%). It is a key metric for service reliability and SLAs.

Uptime is critical in data centers as it directly impacts business continuity, financial performance, and customer trust. Even brief downtime can lead to significant revenue loss, data risks, and damage to reputation, especially for sectors like finance, healthcare, and e-commerce. High availability ensures compliance with regulatory standards, supports data integrity, and enables seamless digital operations. As businesses increasingly rely on digital infrastructure, maintaining maximum uptime is essential to ensure reliability, competitiveness, and operational resilience.

The comparison for uptime guarantee and PUE is captured in the table below.

Competitor	⁸² Uptime Guarantees (%) in Indian Data Centers	PUE Insights
Sify Infinet Spaces Limited	99.982% - 99.999%	27% improvement in performance of energy utilization by optimizing PUE in Fiscal 2024 compared to Fiscal 2023** 20% reduction in energy leakages in Fiscal 2024 compared to Fiscal 2023** Contracted 231 MW of renewable power for upcoming data centers, secured 64 MW of renewable power for its data center in Mumbai.** Uses best practices ASHRAE guidelines to achieve low PUE**
Global Player 1	99.99% - 99.999%*	1.38***
Global Player 2	99.982% - 99.999%*	1.5****
APAC Listed Player 1	NA*	1.4***
Global REIT Player 1	99.982% - 99.999%*	1.39***
Global REIT Player 2	99.982%*	Achieved a 0.033 reduction in PUE for EMEA****
Domestic Player 1	99.982% - 99.999%*	1.466*****

Competitor	⁸² Uptime Guarantees (%) in Indian Data Centers	PUE Insights
Domestic Player 2	99.99%*	10% improvement in PUE for core data centers including new data centers delivered in last 12 months Renewable electricity share increased to 38.3% for core data centers *****

Comparison of uptime guarantee

Source: * Claims published on data center players websites and reports

** *Energy Efficiency and Management inputs from Sify Technologies Ltd, Integrated report 2023-24*

*** *PUE insights are at a global portfolio level, based on sustainability reports published by respective operators for Fiscal 2024*

**** *PUE insights are at a global portfolio level, based on sustainability reports published by respective operators for Fiscal 2023*

***** *PUE insights are at a India portfolio level, based on sustainability reports published by respective operators for Fiscal 2024*

VII. Customer churn

Customer churn in the data center industry is low as operator switching costs are very high. Customers often collocate expensive hardware in the facility. Relocating this equipment involves significant time, cost, and risk of downtime. Most data center services (especially colocation and wholesale) are tied to multi-year contracts (typically more than 3 years going up to 10 years), with strong financial and legal disincentives for early termination. The mission critical nature of data centers makes them almost churn proof except when a contingency occurs such as power black outs or natural calamities such as floods or earthquakes that might render a data center inoperable, forcing customers to switch data center colocation.

VIII. Edge data center capacity

With increasing demand for low-latency services, real-time processing, and localized data storage, Edge data center capability has emerged as a key differentiator among data center operators. Evaluating the Edge data center capability of various players.

Operator	Edge data centers presence in India
Global Player 1	X
Global Player 2	X
Sify Infinit Spaces Limited	✓
Domestic Player 1	✓
Domestic Player 2	✓
Global REIT Player 1	X
Global REIT Player 2	X

Comparison of edge data center presence

Source: Claims published on data center player websites

Note: All data represented in the above table is collated as of June 2025

IX. AI readiness and liquid immersion cooling capability

With the exponential rise in high-density AI workloads driven by generative models, machine learning (ML) training, and inferencing, data center operators are rapidly adapting to meet the unique infrastructure demands of AI. Two critical parameters that now differentiate operators are: AI readiness and support for advanced cooling solutions such as Liquid Immersion Cooling (LIC). Below is a summary on AI readiness and

deployed LIC application. SISL was the first to get NVIDIA DGX Ready air and liquid cooling certification in India.

Operator	AI ready capability	Liquid immersion cooling
Global Player 1	✓	✓
Global Player 2	✓	✓
Sify Infinit Spaces Limited	✓	✓
Domestic Player 1	✓	✓
Domestic Player 2	✓	✗
Global REIT Player 1	✓	✓
Global REIT Player 2	✓	✓

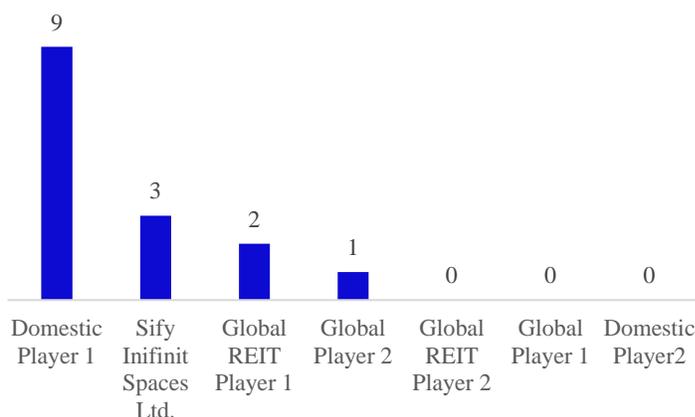
Comparison of edge data center presence

Source: Claims published on data center player websites

Note: All data represented in the above table is collated as of June 2025

X. Rated 4 Data Center

As mentioned above, data center infrastructure is classified using several globally accepted standards. Telecommunications Industry Association (TIA) is an organization that uses practices similar to Uptime Institute’s and certifies the Data centers. TIA – 942 Rated 4 certification is the highest level of certification that represents fully fault-tolerant infrastructure, with redundant systems for all critical components, offering a proof of a progressive hierarchy of availability and system design sophistication of a data center. Below is a comparison of number of Rated 4 data centers across the peer group.



Count of Rated 4 data centers as of May 2025

Source: C&W Research, SISL

5.3 Strategic positioning of target company

Building a data center is far from a straightforward endeavor and is a highly specialized business. Unlike commercial offices or manufacturing plants, data centers demand a highly specialized setup involving intricate design, engineering, and operational precision. For new entrants, the barriers to entry are formidable—ranging from massive capital investments and scarce power-backed land to complex regulatory approvals and a shortage of skilled professionals. Moreover, the industry’s stringent uptime and reliability standards leave little room for error.

This is where established players like SISL hold a distinct edge. With years of experience, deep-rooted infrastructure, and a proven track record of delivering high-performance data centers, Sify has already navigated the steep learning

curve. Its long-term client relationships, operational excellence, and ability to scale with agility position it as a trusted partner in a market where reliability is non-negotiable. In a landscape where the cost of failure is high, Sify's head start has evolved into a strategic moat, reinforcing its competitive positioning in the market.

5.3.1 Evaluation of operator's Strengths, Challenges, Opportunities, and Threats (SCOT analysis)

Sify Technologies Limited, founded in 1995 and headquartered in Chennai, is India's first internet service provider that also expanded into a digital infrastructure company. It has since established itself as a significant player in the data center industry, offering services that include colocation, cloud, and managed infrastructure. Sify Infinit Spaces Limited (SISL) was created as a subsidiary of Sify Group in 2017 and maintains a presence across key metropolitan areas such as Mumbai, Noida, Chennai, Hyderabad, Bengaluru, and Kolkata, operating a network of hyperscale and edge data centers. Its client base spans enterprises, government agencies, and global technology firms.

SISL facilities are designed to accommodate AI ready workloads and support scalable deployments. Developed with a focus on modularity, energy efficiency, and operational resilience, these data centers serve as core infrastructure hubs for data processing, storage, and connectivity. They are equipped with redundant power and cooling systems and are integrated with Sify's broader network and cloud services portfolio. The campuses are structured to support rapid expansion and align with enterprise requirements for digital transformation, regulatory compliance, and performance. SISL's approach to building data center infrastructure meets the evolving needs of India's digital and IT ecosystem.

5.3.1.1 Strengths

1. Pioneer in data center infrastructure

Sify Technologies Limited, the parent company of SISL was the first company to establish a commercial data center in India back in the year 2000, demonstrating early foresight into the country's digital infrastructure needs. This pioneering position enabled SISL to build extensive expertise and a strong operational foundation in the sector. Its early entry provided long-term strategic advantages, including established client relationships, scalable infrastructure, and deep domain knowledge. SISL was the first to bring hyperscaler clients to India in 2015 and the first Purpose-built Data center in India was built by the group in 2020. As data demand continues to grow across industries, Sify's long-standing presence and experience in managing secure, reliable, and compliant data center environments remain a key strength in its competitive positioning. SISL was the first in India to host cloud solutions on its data center.

2. Revenue growth: 25.56% CAGR over last 3 financial years up to Fiscal 2024

SISL has demonstrated a robust financial trajectory in the last three financial years, with revenue growing from INR 5,628.69 million in Fiscal 2021 to INR 11,141.70 million in Fiscal 2024, reflecting a CAGR of over 25.56%. The company's revenue further accelerated in the current financial year, reaching INR 14,283.65 million in Fiscal 2025, compared to INR 11,141.70 million in Fiscal year 2024. This marks a year-on-year growth of 28.20%.

3. Converged ecosystem of data center services

SISL, through and with the group entities offer a comprehensive, one-stop solution for enterprises by offering integrated services. It offers end-to-end digital services, combining network, cloud, data center, and managed services under one platform. Backed by India's largest MPLS network and hyperscale data centers with top-tier certifications like PCI DSS, SOC I and II, and ISO 27001, SISL ensures secure, scalable, and high-performance service delivery. Key offerings include interconnection services (global cloud connect, IaaS, inter exchange, 100G metro fiber) colocation (core and shell, power, security, monitoring, compliance), and value-added services such as multi-layered security, on-demand applications, and analytics.⁸³

4. Technological advancements and AI ready campuses

SISL leverages Sify Technologies Limited's hybrid and multi-cloud expertise, underpinned by its "Cloud Connect" backbone spanning 70+ data centers, to deliver agile, scalable cloud solutions. Complemented by hosted platforms for AI (GPU-as-a-Service), immersive technologies (AR/VR), and digital learning, SISL

demonstrates a strong commitment to innovation-led enterprise transformation.⁸⁴ SISL data centers provide a flexible, scalable infrastructure platform that meets global hosting practices.

SISL data centers in Navi Mumbai, Chennai and Noida are equipped to handle high-performance AI and mission-critical workloads, supporting up to 130 kW per rack. SISL's facility at Siruseri, Chennai which is also South India's largest AI-ready campus is a Rated 4 and Platinum rated green facility. Backed by Sify's converged ICT ecosystem, including global connectivity, White Glove IT infrastructure, and managed services, solidify its leadership in high-performance AI infrastructure in India.⁸⁵ Advanced cooling solutions include rear door heat exchangers (20–50 kW), direct-to-chip and liquid immersion cooling (50–130 kW).

5. Pay-per-use business model innovation

In May 2025, SISL introduced a pay-per-use colocation pricing model across its three NVIDIA-Certified AI-Ready hyperscale data center campuses. The offering provides hourly rates inclusive of hosting, power, and Infrastructure costs under NVIDIA's DGX-Ready program purpose-built to support power and cooling loads of up to 130 kW per rack. This innovation removes upfront entry barriers and fixed-cost infrastructure risks, enabling GPU cloud partners to deploy rapidly and scale on demand.

6. Deep understanding of Indian enterprises

Decades of experience in the Indian market, Sify Technologies Limited, the parent company of SISL has built a strong legacy of delivering tailored digital services across industries. As the pioneer of India's data center industry, SISL has been at the forefront of digital transformation. The Vashi data center by SISL in Mumbai holds the distinction of being the country's first commercial data center—now completing 25 years of continuous operation. SISL's deep industry insight allows it to serve diverse sectors including BFSI, manufacturing, logistics, and public services. Today, SISL continues to deliver strategic business value to over 500 clients across the country.

7. Proximity to demand pockets enabling low latency:

SISL data centers are strategically located in key demand pockets of India namely Mumbai, Chennai, Noida and Hyderabad. Presence in these demand pockets enables low latency for SISL data center, which in turn minimizes transmission delays and ensures faster response times for applications and services and is a significant benefit for SISL clients.

8. Sustainable operations with renewable energy

SISL demonstrates a strong commitment to environmental responsibility by integrating sustainability into its core operations. They have signed PPAs of solar and wind energy capacity to power their latest hyperscale data centers and use best practices from ASHRAE guidelines to achieve low PUE. The PUE levels for SISL will mature as their data center's capacity gets fully utilized. SISL also implements innovative best practices through Green Grid guidelines to achieve low WUE. This positions Sify as a preferred partner for climate-conscious enterprises, aligning with global sustainability goals and regulatory expectations. Long-term PPAs, combined with industry-parallel PUE, help minimize operational risks for SISL by securing power supply. This aligns well with all of SISL hyperscaler clients, who are practitioners of environmental mandates and carbon targets. As of June 30, 2025, approximately 58.69% of power capacity utilized by SISL data centers in Mumbai during the last 12 months was generated from renewable energy sources which is notably high compared to the broader industry landscape. However, the first quarter of Fiscal 2026 i.e., April to June 2025 the same split of renewable energy sourced compared to total energy used for Mumbai data centers goes up to 63%.

5.3.1.2 Challenges

1. Increasing pressure on profit margin owing to depreciation and interest costs

The company's revenue from operations have witnessed a substantial increase, nearly doubling from INR 5,628.69 million in Fiscal 2021 to INR 11,141.70 million in Fiscal 2024. During the same period, profit before tax (PBT) rose from INR 724.60 million to INR 1,141.78 million. Despite this growth, the profit

⁸⁴ Sify Technologies Limited / cloud services

⁸⁵ Sify Technologies Limited announces Pay-Per-Use Colocation Pricing at all NVIDIA-certified AI-Ready Hyperscale Data Center Campuses across India, May 2025

before tax margin experienced a slight decline from 12.87% to 10.25%, primarily attributable to significant capacity expansions undertaken by the company.

Note: The industry challenges have been expanded in detail in the next section.

5.3.1.3 Opportunities

1. Strategic alliances with BFSI leaders

India's BFSI (Banking, Financial Services, and Insurance) sector is undergoing a rapid digital transformation, driven by growing consumer demand for secure and seamless digital services. The Reserve Bank of India (RBI) has reinforced this shift by mandating robust cybersecurity frameworks through its guidelines on IT governance, risk, and information security management.⁸⁶ These regulations underscore the importance of secure, scalable, and compliant digital infrastructure, especially in an era of increasing cyber threats and operational complexities.

In this evolving landscape, SISL has positioned itself as a trusted digital infrastructure partner for major BFSI organizations. Sify's comprehensive suite of services—encompassing data centers, cloud solutions, and managed network services—supports BFSI players in their digital transformation journeys. By aligning its offerings with regulatory standards and focusing on security and scalability, SISL is well-equipped to meet the growing demands of the BFSI sector in India.⁸⁷

2. Rising nationwide adoption of 5G

India's digital growth is accelerating, marked by the world's fastest 5G rollout, growing adoption of 5G and preparations for next-generation technologies like 6G. This rapid expansion is driving massive data generation from real-time activities (including video streaming and online gaming), social media, IoT devices, and is also increasing the need for secure, in-country data management.⁸⁸

3. Growing demand for data localization

India's regulatory landscape is increasingly emphasizing data localization, mandating that certain category of data—such as sensitive personal information, payment details, and insurance records—be stored and processed within the country's borders. The Digital Personal Data Protection Act (DPDPA) of 2023, along with sector-specific regulations from authorities like the Reserve Bank of India (RBI) and the Insurance Regulatory and Development Authority of India (IRDAI), underscores this shift. These regulations aim to enhance data security, ensure regulatory oversight, and safeguard citizen privacy by keeping critical data under domestic jurisdiction. Industries such as banking, e-commerce, telecom, and healthcare are particularly affected, facing challenges like high setup costs and technical complexities in achieving compliance.⁸⁹

For infrastructure providers like SISL, this evolving environment presents a significant opportunity. With its extensive network of secure, India-based data centers, Sify is well-positioned to support compliance-driven sectors by offering in-country data hosting solutions. Its infrastructure aligns with the stringent requirements set by Indian regulators, enabling enterprises to maintain data residency while remaining operationally efficient and secure. As data localization continues to gain momentum, Sify's capabilities can help organizations navigate the complexities of compliance, positioning it as a trusted partner in India's regulated industries.

4. Surge In OTT and public sector demand with always-connected, mobile-first behavior

India's digital ecosystem is rapidly evolving, highlighted by a 14% year-on-year growth in OTT viewership, reaching 547.3 million users in 2024. This expansion is largely driven by a 21% rise in ad-supported video platforms, particularly popular in Tier 2 and Tier 3 cities, as users increasingly prefer free content from platforms like YouTube and social media. With a national OTT penetration of 38.4%, the surge reflects a broader shift in content consumption patterns across the country.⁹⁰

86 RBI - Notification on Cybersecurity Framework in Banks, June 2016

87 Sify Technologies Limited Integrated Report 2023 – 2024

88 Times Now – Article on India achieved fastest 5G rollout will lead 6G race-Jyotiraditya scandia makes big announcement at GBS 2025

89 Cimphony - Insights on India's data localization requirements overview

90 Economic Times – Indian OTT universe grew 14 to 547 million in 2024 Ormax, August 2024

Generation Z, as the first true digital-native cohort, is driving unprecedented demand for low-latency, always-on digital experiences, fueling the need for scalable data center infrastructure. Their dual role as hyper-connected consumers and prolific content creators is accelerating data generation, cloud adoption, and real-time compute requirements. Gen Z's early embrace of emerging technologies like AI, AR/VR, and decentralized platforms further amplifies demand for high-performance accelerated infrastructure. This growth in digital entertainment, along with increased government-led digital initiatives and e-commerce activity, is creating strong demand for low-latency, high-resilience data center infrastructure. SISL, with its wide footprint of secure and scalable data centers across India, is well-positioned to meet this need. By supporting both the public sector and OTT platforms, Sify can play a critical role in strengthening India's digital backbone.

5. Rising demand amid global GPU realignment

India's AI infrastructure is entering a transformative phase, driven by the U.S. government's recent reversal of Biden-era restrictions that had previously barred exports of advanced AI chips like NVIDIA's A100 and H100 to countries including India.⁹¹ This policy shift ensures continued access to critical AI hardware for Indian cloud companies and data center providers, easing prior concerns and making India a more attractive, stable, and neutral destination for global AI workloads.

Capitalizing on this momentum, SISL is expanding its data center network and integrate AI operations nationwide. With NVIDIA-certified DGX-Ready facilities in Chennai, Noida, and Navi Mumbai, Sify is well-equipped to meet high-performance computing demands.⁹² Through scalable infrastructure and flexible pricing, it aims to foster domestic innovation and establish India as a global hub for AI transformation.

6. Opportunity for edge data centers arising from need for latency

With internet penetration surging across tier-2 and tier-3 cities, latency-sensitive applications such as digital payments, OTT streaming, e-commerce, cloud gaming, and real-time analytics will require much quicker response times. 5G media applications, such as 4K/8K video streaming, Virtual Reality experiences, online gaming, demand real-time processing close to the user to minimize latency and enhance user experience. By deploying edge data centers closer to the Tier 2 and 3 cities, Sify Infinit Spaces Limited can bring computing closer to users, thereby reducing latency and improving performance. The Sify Group already operates one of India's largest enterprise networks and with Edge data centers integrated into this backbone, will create a distributed and low-latency architecture that will be highly competitive.

5.3.1.4 Threats

1. Intensifying market competition

SISL faces intense competition from global players, as well as Indian born domestic players. These competitors bring scale, brand strength, and deep resources. Several new private equity-backed platforms have recently entered or are entering the Indian data center market, signaling growing investor confidence and heightened interest in the sector's long-term potential. These entries reflect a strategic push to capitalize on India's expanding digital infrastructure needs, with each platform aiming to establish scalable, high-performance facilities backed by global capital and operational expertise. To stay ahead, Sify must continue focusing on innovation and customer-centric differentiation in the domestic market.

2. Regulatory shifts increasing compliance and investment pressure

The revival of the 2020 Draft Data Center Policy and the implementation of the DPD Act are reshaping India's data center landscape. While these policies aim to boost the sector through infrastructure status and AI/ML incentives, they also introduce complex compliance demands, particularly around data localization. As a result, data center operators face increased capital requirements for infrastructure upgrades, regulatory adherence, and security enhancements adding pressure on margins during expansion.⁹³

5.3.2 Identifying differentiation factors and areas of improvement

91 India Today - US cancels Biden-era AI chip export rule, it may help India get more Nvidia chips for AI efforts, May 2025

92 Sify Technologies Limited announces Pay-Per-Use Colocation Pricing at all NVIDIA-certified AI-Ready Hyperscale Data Center Campuses across India, May 2025

93 Digital Terminal – Indian government may revive old data centre policy with new AI and ML SOPs, August 2024

SISL has emerged as a differentiated player in India’s digital infrastructure space by aligning its services with the evolving needs of enterprises, hyperscalers, and government organizations. SISL’s parent company, Sify Technologies Limited played a pivotal role in India’s digital transformation in the 1990’s and its longevity of over 25 years in the network, data center services and digital services space in India, including being the first commercial data center in India enables them to be regarded as one of the credible and competitive players in India. Sify Technologies Limited has established itself as a pioneer in the Information and Communications Technology (ICT) industry, known for its innovation and leadership. It was the first to offer private internet services in India in the late 1990s and was the first Indian ICT company to list on NASDAQ in October 1999. As a one-stop IT partner, Sify Technologies Limited offers integrated hybrid cloud, colocation, and managed services, allowing businesses to streamline their digital operations through a single provider. The company is also investing in building future-ready data centers designed for AI and high-density computing, backed by robust network connectivity with flexible carrier options. High standards of security and compliance make it a trusted choice for sensitive workloads, while its strong commitment to sustainability further strengthens its position in the market increasingly driven by ESG priorities.

5.3.2.1 Differentiation strategies adopted

1. One-stop IT partner with strong hybrid cloud capabilities

Sify Technologies Limited serves as an integrated provider of IT infrastructure services, offering a consolidated suite that includes data centers, network connectivity, cloud storage, cybersecurity, and managed IT support. This unified approach reduces the complexity for enterprises that would otherwise rely on multiple service providers. Sify Digital Services Limited (SDSL), the digital arm of Sify Technologies Limited specializes in delivering advanced digital transformation solutions, including applications, platform, tools and services, IT infrastructure management, and cybersecurity for in-house use. Sify CloudInfinite Service’s in-house cloud platform, is designed to operate in close integration with SISL’s data center infrastructure, enabling effective deployment of hybrid cloud models that combine on-premises systems with cloud-based environments. This integrated setup supports operational efficiency, scalability, and simplified infrastructure management for client organizations.⁹⁴ The integration allows clients to source all core infrastructure needs from a single provider, increasing stickiness and reducing client churn—a direct benefit to the data center business through bundled service uptake.

2. Building future-ready and AI data centers

SISL is focusing on creating massive, advanced data center campuses in cities like Mumbai, Chennai, and Noida to meet the needs of big tech companies (called hyperscalers) and large enterprises. These campuses are designed to handle very high power and cooling demands. To support the rising use of Artificial Intelligence (AI) and Machine Learning (ML), Sify is developing special “AI-ready” infrastructure. This includes high-performance systems with advanced cooling methods, like liquid cooling, which are essential for running powerful AI hardware like GPUs. The tower 5 facility of Rabale, Mumbai data center was the first in India to be certified by NVIDIA as a DGX-Ready data center for air and liquid cooling, showcasing SISL’s capability to support AI workloads.⁹⁵ The Tower B facility at the Chennai 02 data center and the Tower B facility at the Noida 02 data center have also received NVIDIA-certified DGX-Ready status for AI workloads and liquid cooling.⁹⁶

3. Strong network connectivity with flexible provider options

SISL’s data centers are built to support strong and flexible network connections. They allow customers to connect to various Cloud service platforms (carrier-neutral), rather than being tied to one. These centers also host important internet exchange points and have dense fiber networks, which help ensure faster and more reliable connections. Located in key hub coastal cities, such as Mumbai and Chennai and close to international undersea cable landing points, Sify’s data centers offer low-latency access and strong global connectivity. SISL’s Chennai facility at Siruseri is the first in India to host an on-premises subsea data cable landing station.

4. High standards of security and compliance for sensitive data

94 Sify Technologies Limited | Cloud Services | Sify CloudInfinite Services

95 Sify Technologies Limited | Press Release | Sify becomes first in India to achieve NVIDIA DGX ready data center certification for liquid cooling to enable breakthrough AI performance, September 2024

96 Sify’s Chennai and Noida Data Center facilities Achieve NVIDIA DGX-Ready Certification for liquid cooling

SISL's data centers follow a multi-layered security approach that includes both physical and digital safeguards, with up to 10 layers of protection in their newer facilities, many of which are automated to enhance reliability and response. The company also maintains a wide range of industry-recognized compliance certifications such as PCI DSS, SSAE18 SOC 2 Type 2, ISO 27001, ISO 27017, and ISO 27018. These certifications ensure adherence to best practices in data security, privacy, and service quality, making Sify's infrastructure suitable for clients in highly regulated sectors.⁹⁷

5.3.2.2 Potential strategies for further differentiation

1. Adoption of liquid immersion and emerging cooling technologies

To support growing AI and HPC workloads, SISL has already explored liquid immersion cooling as a high-efficiency alternative to traditional air cooling. By submerging servers in non-conductive fluids, this method enables higher rack densities, reduces energy consumption, and improves thermal stability—ideal for power-intensive compute zones. Additionally, monitoring advancements in cooling technologies could potentially result in lower PUE and result in considerable OpEx savings. One such cooling technology at a nascent stage is photonic (laser-based) cooling that incorporates more targeted, energy-efficient thermal management. SISL's continuous advancements and improvements in cooling technologies could strengthen its position in next-gen data center operations.⁹⁸

2. Significant and growing renewable energy commitment

SISL's parent company, Sify Technologies Limited, was one of the earliest adopters of renewable power sources in the data center industry in India, by integrating renewable energy into its operations. SISL's proactive procurement of over 231 MW of renewable energy stands out in the Indian context.

While sustainability is gaining traction, a commitment of this scale provides a tangible differentiator, appealing to environmentally conscious enterprises and hyperscalers increasingly focused on their Scope 2 emissions, especially in a region facing growing energy demands and environmental concerns.⁹⁹ SISL's focus on sustainability and the early incorporation of renewable energy sources into their operations makes them a highly competitive player amongst their peers in India. Committed to maintaining the highest standards of sustainability, SISL's parent company, Sify Technologies Limited publishes a comprehensive sustainability report, demonstrating their commitment to transparency, environmental stewardship, and responsible business practices.

3. Focus on AI-driven efficiency for resource optimization

SISL's stated aim to leverage AI and ML for optimizing data center operations directly contributes to sustainability. In India, where resource efficiency is paramount due to infrastructure limitations and cost sensitivities, utilizing AI to dynamically manage power and cooling based on real-time conditions offers a compelling differentiator by potentially lowering energy consumption and improving overall resource utilization in their facilities.¹⁰⁰

6. Threats and Challenges for Data Centers in India

Establishing and operating data centers in India involves a unique set of challenges influenced by the nation's political, economic, social, legal, and environmental landscape. Operators must navigate a complex regulatory framework, manage economic dependencies, fulfil social responsibilities, comply with evolving legal mandates, and adhere to stringent environmental protocols. This section delves into these multifaceted challenges, providing insights into the intricacies of India's data center ecosystem.

- **Market competition driving down prices:** Intense competition in the market drives innovations and opportunities among the players. However, intense competition can drive down prices for data center services, potentially impacting the profitability of providers. Additionally, the dominance of a few major hyperscalers can limit opportunities for smaller firms and potentially lead to market concentration.

97 Sify Technologies Limited - Certifications

98 New Atlas – Laser cooling breakthrough could make data centers much greener, April 2025

99 Company Representation

100 Company Representation

- **Power scarcity challenges:** In India, where power availability and grid reliability vary across regions, the challenge of ensuring consistent energy supply is further amplified. Additionally, high-performance computing generates substantial heat, necessitating advanced cooling solutions such as liquid or immersion cooling. While these technologies are energy-efficient, they demand significant upfront infrastructure investment and remain in the early stages of adoption in the Indian market, largely due to cost sensitivities and climatic factors.
- **Sustainability and renewable energy:** Rising energy tariffs and regional grid limitations are significantly increasing data center operating costs in India. In response, operators are adopting energy-efficient infrastructure such as liquid cooling and actively integrating renewable sources like solar and wind. Growing sustainability mandates from both the Indian government and global clients are further pushing the shift toward greener operations and improved Power Usage Effectiveness (PUE).
- **Escalating costs:** High-density data centers require specialized infrastructure, such as enhanced power delivery and advanced cooling systems, which significantly elevates capital expenditure during construction or retrofitting. A significant portion of data center costs arises from imported components, particularly in Mechanical, Electrical, and Plumbing (MEP) systems and Information Technology (IT) equipment. The union government's proposed data center policy encourages reduction on imports, however sourcing may need to rely on imports since not all components are manufactured in India. The substantial power requirements of high-density data center facilities have driven up electricity costs, leading to higher operating expenses and potential price increases for end-user services.
- **Long and complex process of sales to colocation clients:** Poor demand forecasting can result in capacity shortfalls, service disruptions, and revenue loss. Additionally, managing varied client requirements requires a skilled workforce; however, talent shortages in networking, security, and server management pose a significant operational challenge.
- **Network connectivity:** Data transfer is highly reliant on the network availability which could be a challenge when traffic exceeds network capacity, causing delays and slow data transmission. These fluctuations or outages might lead to downtime and data loss, requiring robust backup solutions and redundancy.
- **Regulatory and land acquisition challenges:** Data center operators are required to manage over 30–40 approvals across multiple ministries and departments via multi-window clearances, causing significant delays in project initiation. Similarly, there are several land sourcing complexities that a data center should comply with. As land is a state subject, acquisition must comply with varied local regulations. Legal clearances and due diligence processes are often prolonged, with land acquisition timelines stretching up to a year or more.
- **Statutory and legal compliance challenge:** The central government's data center policy has not yet been finalized and is in the draft stage. However, states like Telangana, Uttar Pradesh, Tamil Nadu and West Bengal have formally introduced a data centers policy that offers benefits and incentives to data center operators. Maharashtra also covers data centers under its IT Policy. All new developments need to obtain statutory approvals from respective authorities such as Environmental Clearance (EC), Consent for Operations (CFO), Petroleum and Explosives Safety Organization (PESO) license, Chief Electrical Inspector to Government (CEIG) as these processes are mandatory and may be lengthy. A key challenge for operators is that setting up data centers across different states requires state-specific approvals which vary in process and timelines, making the procedure complex and time-consuming.

Despite the challenges, India's data center industry continues to evolve steadily, supported by digital growth, data localization mandates, rising cloud adoption, and government-backed digital initiatives. The industry is resilient and is poised for significant expansion, as India continues to experience a gap between its surging data demand and the development of supporting data center infrastructure. With strategic policy support, prudent investment and increasing demand across sectors, the data center ecosystem is overcoming barriers and gaining momentum.

7. Conclusion

India stands out as one of the world's fastest growing economies, with its nominal GDP projected to expand at a robust 9.6% CAGR to reach USD 6.8T by calendar year 2030. This economic strength is mirrored in its digital economy, which is expected to grow at a 16.6% CAGR between calendar year 2024 and calendar year 2030, significantly outpacing the global average. Key drivers of this digital expansion include strong domestic demand, favorable government policies, rising data consumption, and increasing adoption of AI, all of which are creating a massive and accelerating demand for data center infrastructure.

As India's digital economy fuels rapidly growing demand, the country's operational readiness ensures efficient execution of data center development. The execution and operation of data centers are influenced by both technical requirements and macro-environmental factors such as regulation, power, real estate, and climate. India offers a highly conducive environment for data center growth, supported by favorable policies, data localization guidelines, rising digital consumption, and a young and connected population. Strong fundamentals include reliable power availability, increasing renewable integration, expanding network connectivity, and state-level incentives like land facilitation, tax benefits, and power subsidies. Competitive construction costs and robust demand make India an attractive market for global and domestic operators. The overall Indian ecosystem strongly supports sustainable data center expansion.

But the data center business model is defined by high upfront capital investment followed by stable, long-term revenue, resulting in Return on Capital Employed (RoCE) and Internal Rate of Return (IRR) that improve as facilities reach maturity. AI is fundamentally reshaping data center technology, driving demand for high-density power and cooling solutions to support powerful GPUs and specialized hardware. Simultaneously, AI is being used to optimize data center operations, significantly enhancing efficiency in energy management, predictive maintenance, and workload management.

India's data center demand is projected to experience significant growth, increasing from 1.3 GW in Fiscal 2025 to 4.7-5.7 GW by Fiscal 2030, a CAGR of 30.1-35.1%. A major catalyst for this growth is AI, with AI-related workloads expected to increase from less than 1% of data center workloads in Fiscal 2025 to 15-20% by Fiscal 2030. This demand is further amplified by strong data localization laws, a significant shift from traditional enterprise server rooms to colocation facilities, and India's emergence as an attractive global hub for data center investment due to cost efficiencies and a supportive policy environment.

All of the aforementioned factors also influence the data center supply dynamics. In India, the data center supply has grown at a rate of 25.47% between 2021 and 2025 and is expected to continue its steady trajectory to surpass 4.1 GW of installed capacity by calendar year 2030.

Notable data center supply hubs of Mumbai, Chennai, Delhi-NCR, Hyderabad, Bengaluru, Pune and Kolkata remain central to this momentum, attracting sustained activity from operators, investors, and real estate developers. As new entrants, joint ventures, and international players expand into the market, competition is intensifying, with stakeholders positioning themselves to capitalize on India's high-growth potential and superior return prospects. The competitive landscape features prominent players such as SISL, NTT Limited, Nextra Data (Airtel), CtrlS Datacenters, ST Telemedia Global Data Centers, Webwerks, Equinix, Digital Realty, Global Switch, Iron Mountain and several others who are all actively expanding their footprint in India.

As the third largest player in India's data center sector, and with the added advantage of being a home-grown company in a rapidly expanding market, SISL is well positioned in the Indian data center landscape.

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward- Looking Statements”, beginning on page 33, for a discussion of the risks and uncertainties related to those statements and “Risk Factors”, beginning on page 35, for a discussion on certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in “Risk Factors”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Information – Restated Consolidated Financial Information”, on pages 35, 157, 440 and 349, respectively.

Unless the context otherwise indicates, all references to “the Company”, “our Company”, “SISL”, “we”, “our” or “us” are references to Sify Infinit Spaces Limited. All references to “Sify Group” are references to our Promoter, Sify Technologies Limited, our Company and one of our group companies, i.e., Sify Digital Services Limited and our associate SKVR Software Solutions Private Limited.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Restated Consolidated Financial Information as of and for the three months period ended June 30, 2025, and Fiscal 2025, Fiscal 2024 and Fiscal 2023, included in this Draft Red Herring Prospectus. For further information, see “Financial Information”, beginning on page 349. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal year are to the twelve months period ended March 31 of that year.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled “Data Center Industry Report” dated October 16, 2025 (the “**ILattice and C&W Report**”), which was jointly prepared and released by Lattice Technologies Private Limited (“**ILattice**”) and Cushman & Wakefield India (“**C&W**”) and exclusively commissioned and paid for by us in connection with the Offer, pursuant to engagement letters dated March 31, 2025, and May 13, 2025. A copy of the **ILattice and C&W Report** is available on the website of our Company at www.sifyinfinitspaces.com/ipo. The data included herein includes excerpts from the **ILattice and C&W Report** and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the **ILattice and C&W Report** and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “Risk Factors — 58. Certain sections of this Draft Red Herring Prospectus disclose information from the **ILattice and C&W Report** which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.”, on page 67.*

Overview

We are one of the leading providers of data center colocation services in India, in terms of built information technology (“**IT**”) capacity, as of March 31, 2025, according to the **ILattice and C&W Report**. We have 14 operational colocation data center facilities across 6 cities in India, as of June 30, 2025, with the first data center having started operations in the year 2000. Our data centers are strategically located in key demand pockets, namely Mumbai, Chennai, Noida and Hyderabad, according to the **ILattice and C&W Report**. As of June 30, 2025, we had a built IT power capacity of 188.04 megawatt (“**MW**”) across these facilities. Notably, 3 of our latest facilities have been certified for artificial intelligence (“**AI**”) workloads and air and liquid cooling by NVIDIA, according to the **ILattice and C&W Report**, have received Indian Green Building Council Platinum rating and are TIA-942 Rated 4 certified by the Telecommunications Industry Association (“**TIA**”). These certifications reinforce our readiness to support AI-driven workloads, and by expanding on these existing facilities, we are positioned to capitalize on the anticipated demand for AI infrastructure, which is expected to contribute 15% to 20% of overall data center workloads by 2030, according to the **ILattice and C&W Report**.

We are part of the Sify Group, an India-born organization that was the first to offer private internet services in India in the late-1990s and was also the first Indian information communication technology (“**ICT**”) company to list on the NASDAQ, in October 1999, according to the **ILattice and C&W Report**. Our Promoter, Sify Technologies Limited (“**STL**”), was the first company to establish a commercial data center in India, according to the **ILattice and C&W Report**, in Vashi, Mumbai, in September 2000. We leverage the Sify Group’s 3 decades track record across the spectrum of network, data center services and digital services, to provide secure, reliable, sustainable, and energy-efficient smart data storage solutions, to meet our clients’ diverse digital infrastructure needs. We offer a converged ecosystem of data center services, including colocation, build-to-suit, interconnection and value-added services, which allows us to address the full spectrum of our clients’ ICT requirements. Through a carrier-neutral, hyperconnected ecosystem of data centers, we empower a client base of over 500 clients, as of June 30, 2025, comprising a mix of large cloud service provider (“**Hyperscaler**”) clients and diverse businesses and organizations

(“**Enterprise**”) clients, with whom we have developed long-term relationships, facilitating their journey toward digital transformation.

Over the period from Fiscal 2023 to Fiscal 2025, we have consistently expanded our data center capacity. Over the period Fiscal 2023 to Fiscal 2025, we have expanded our built capacity by 95.41 MW, which is higher than the capacity added by our peers over the same period, according to the 1Lattice and C&W Report. As of March 31, 2025, we had a 15.26% market share by built IT capacity in India, according to the 1Lattice and C&W Report.

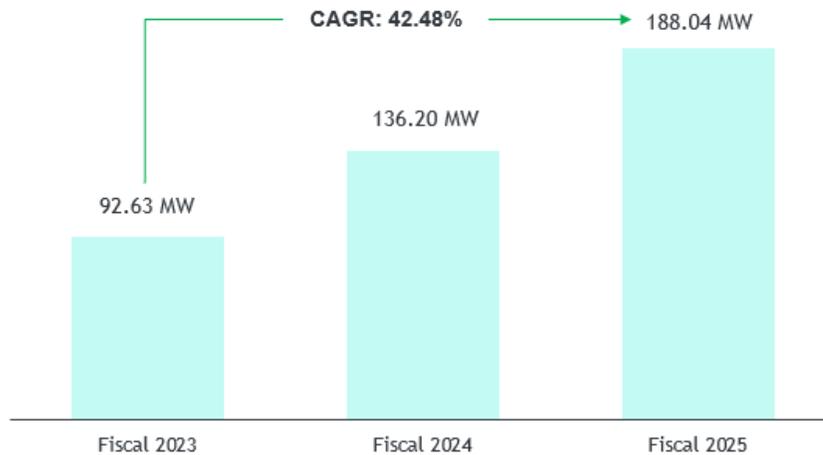
The data center industry in India is among the fastest growing in the Asia-Pacific region (in terms of capacity), growing at a rate of 25.47% annually over the period 2021 to 2025, according to the 1Lattice and C&W Report. Digital transformation of the global economy with associated technologies such as 5G- or 6G-facilitated Internet-of-things (“**IoT**”) and increasing use of AI and quantum computing point to an exponential rise in data movements across the globe, and India’s proximity to this vast and rapidly expanding network significantly strengthens its appeal as a regional and global data hub, according to the 1Lattice and C&W Report. Monthly mobile data usage in India is expected to increase significantly from current levels of approximately 21 gigabytes (“**GB**”) per user per month to more than 60 GB per user per month by Fiscal 2030, according to the 1Lattice and C&W Report. This is expected to increase digital workloads, both in terms of per capita usage, as well as volume, according to the 1Lattice and C&W Report. In addition, data protection laws, including the Digital Personal Data Protection Act, 2023, which favor and mandate data localization and storage of key data within India are expected to drive data center demand by requiring information to be stored within India, according to the 1Lattice and C&W Report. In particular, due to local ecosystem support for AI in India, AI-driven workloads are expected to increase significantly and become a major contributor to data center demand, with between 0.7 gigawatt (“**GW**”) and 1.1 GW of additional capacity expected to be required by Fiscal 2030 to cater to AI-related workloads in India, according to the 1Lattice and C&W Report. As a home-grown and one of the leading Indian data center companies, according to the 1Lattice and C&W Report, we are able to combine our data center capabilities with our track record of operating in the industry in India, which we believe positions us to benefit from the anticipated increase in demand. This includes demand for AI-ready infrastructure, designed to support the performance and scale requirements of AI applications, as well as Edge data centers. AI workloads, according to the 1Lattice and C&W Report, especially those involving deep learning, demand significantly higher power densities. In addition, to manage the substantial heat generated, data centers are adopting advanced cooling solutions—liquid cooling systems, such as direct-to-chip and immersion cooling, are becoming essential to maintain optimal operating temperatures, according to the 1Lattice and C&W Report. Further, as demand for low latency services grows, networks that can deliver faster response times are becoming increasingly important, and Edge data centers, located in close proximity to end-users and enterprise hubs, play a key role in this shift, according to the 1Lattice and C&W Report. By processing data near the source, they reduce latency, enabling quicker service delivery and improved reliability across connected devices, systems and users, according to the 1Lattice and C&W Report.

As the data center industry is a power-intensive industry, we are committed to the sustainable use of power in our operations. We prioritize sustainability through a combination of energy efficiency and the implementation of carbon-free and renewable energy solutions, including by entering into power purchase agreements (“**PPAs**”) for renewable energy. We maintain focus on sustainability and the incorporation of renewable energy sources into our operations. As Hyperscalers and Enterprises are increasingly prioritizing environmental, social and governance factors, especially sustainable energy use and carbon footprint when selecting data center providers, according to the 1Lattice and C&W Report, we are well-positioned to be the partner of choice to such clients as they continue to expand their operations in India.

Our data centers

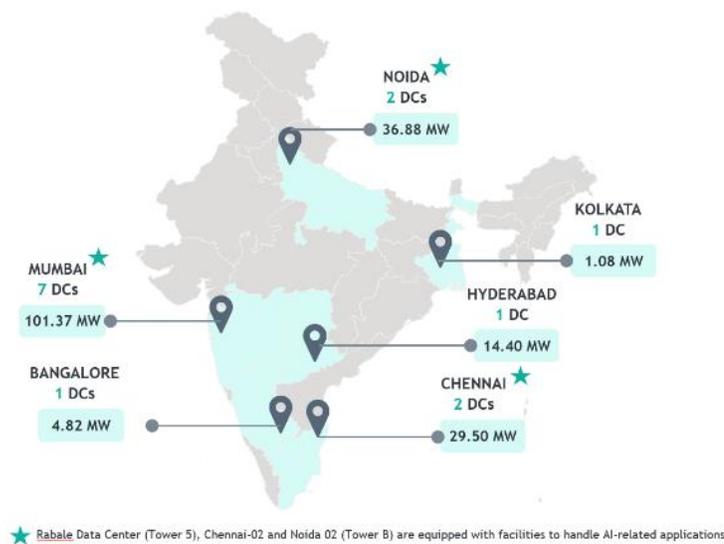
As of June 30, 2025, we had 14 operational colocation data centers facilities located in 6 major cities in India, namely in Mumbai, Chennai, Noida, Hyderabad, Bengaluru and Kolkata, with a combined built IT power capacity of 188.04 MW.

The following figure shows our built capacity evolution over the period from Fiscal 2023 to Fiscal 2025.



By being the first and one of the largest players in the commercial data center space in India, according to the 1Lattice and C&W Report, and with the advantage of being a home-grown Indian company in a rapidly expanding Indian data center industry, we have been able to gain a substantial market share in India.

The following figure shows the locations of our existing data centers, along with their built IT power capacities, as of June 30, 2025.



Notes: Map not to scale. Rounding adjustments have been made in the presentation of some of the capacity figures included in this figure.

Our data centers are hyperconnected, reliable, efficient facilities, designed to support a wide range of workloads for Hyperscaler and Enterprise clients. Our data centers in Airoli, Mumbai (the “**Airoli Data Center**”), and Bengaluru (the “**Bengaluru Data Center**”) are built to accommodate cloud hosting (public and hybrid cloud hosting), and our other data centers are equipped with cooling technologies, such as air, liquid, and/or immersion cooling, to cater to varied workloads. For example, the Tower 5 facility at our data center campus in Rabale, Mumbai (the “**Rabale Data Center**”), was the first in India to be certified by NVIDIA as a DGX-ready data center for air and liquid cooling, showcasing our capability to support AI workloads, according to the 1Lattice and C&W Report. The Chennai 02 data center in Siruseri (the “**Chennai 02 Data Center**”) was the first in India to host an on-premises subsea data cable landing station, according to the 1Lattice and C&W Report. Our most recently-developed data center facilities (the Rabale Data Center campus (Tower 5), the Chennai 02 Data Center (Tower B) and the Noida 02 Data Center (Tower B)) are equipped to handle AI-related applications with specifications that can host workloads of up to 130 kilowatt (“**kW**”) per rack using direct-to-chip technology. These facilities include higher computing density, increased power availability per rack, and advanced cooling infrastructure to manage the heat generated by high-performance chips. Further, through our efficient build, design and cooling technologies, we are able to consistently achieve industry-parallel power usage effectiveness (“**PUE**”) levels, according to the 1Lattice and C&W Report. Moreover, our facilities are carrier-

neutral, which ensures that our clients have the flexibility to connect to the network providers and cloud interconnects of their choice.

We develop our data centers based on a customized performance optimized design (“**POD**”), which is a modular-style design that allows capacity to be scaled quickly and tailored to meet, and be responsive to, client demand. POD-based design enables agile capacity expansion, faster deployment, and optimized resource utilization. For example, our POD-based design enables quick duplication of IT and non-IT services, thereby facilitating quicker go-to-market timeframes for clients.

We have implemented a 10-level security automation system within our data centers, which provides comprehensive physical and cybersecurity protection from gate to server and safeguards critical data and infrastructure. Our data centers are concurrently maintainable and have obtained top-tier certifications from industry bodies. For example, the Tower 5 facility at the Rabale Data Center campus, the Tower B facility at the Chennai 02 Data Center and the Tower B facility at the Noida 02 Data Center are TIA-942 Rated 4 certified. Additionally, the Tower B facility at the Chennai 02 Data Center has been awarded the Indian Green Building Council Platinum rating. Moreover, our facilities are also compliant with applicable industry standards, including PCI DSS, SOC 1, SOC 2, SOC 3, ISO 9001:2015, ISO 27001:2013, and ISO 20000-1:2018.

Our services

We offer a converged ecosystem of data center services, including colocation, build-to-suit, interconnection, and value-added services that enable clients to securely house their IT infrastructure in scalable and energy-efficient facilities, seamlessly connect with partners and cloud providers for data exchange, and optimize operations with tailored digital solutions that meet evolving demands. The converged ecosystem that we offer creates an environment for Hyperscaler and Enterprise clients to mutually benefit from colocating in our data centers. For example, Enterprise clients have the opportunity to interconnect with our Hyperscaler clients, which ensures ultra-low latency for mission-critical applications, and our Hyperscaler clients can augment their offerings to their Enterprise clients through low-latency colocation. We also offer our clients the ability to connect from our data centers to more than 1 interconnection point with the availability zones of any cloud service provider. Moreover, our most recently-developed data center facilities, namely Tower 5 at the Rabale Data Center campus, and Tower B at the Chennai 02 Data Center and Tower B at the Noida 02 Data Center are equipped to handle AI-related work with specifications that can host workloads of up to 130 kW per rack using direct-to-chip technology.

We also offer a suite of solutions incorporating network connectivity services and digital IT tools and services, which are enabled by our Promoter, STL, and one of our group companies, Sify Digital Services Limited (“**SDSL**”), to our clients who require such services. These complementary services, which are provided by STL and SDSL, enable us to act as a one-stop provider of a converged spectrum of ICT services to our clients, which differentiates us from our competitors. For example, we are able to offer network connectivity up to the rack, and our campuses provide access to interconnects with multiple public cloud providers in India, supporting a range of cloud deployment requirements. Value-added services include compute and analytics services, and any deeper client engagement is extended by SDSL.

This wide spectrum of services provides single-pane visibility to our clients’ top management, such as chief technology officers and chief information officers, enabling them to maintain a holistic overview of operations, accelerate decision-making and streamline operations. It further provides us with opportunities to cross-sell and up-sell to our large client base. This means that our data center clients are able to obtain network or digital services (enabled by our Promoter, STL, and one of our group companies, SDSL), and our Company is able to offer data center colocation services to clients who avail themselves of our Promoter, STL’s network connectivity services or our group company, SDSL’s digital IT tools and services.

Moreover, we offer a range of incidental data center services, including “meet-me rooms” or network termination facilities, both into the data center and outward toward Cloud platforms. Our services offering also includes asset set-up, powering, auditing and regular maintenance services to our colocated Hyperscaler and Enterprise clients. These complementary services, which help reduce commissioning cycle times, enable us to build stronger long-term relationships with our clients.

Value proposition for our clients

We have a diversified client base of over 500 clients, as of June 30, 2025, which comprises a mix of prominent Hyperscaler and Enterprise clients. In particular, as of June 30, 2025, our client base included 3 of the top 4 global Hyperscaler companies, based on cloud services revenue in the second quarter of calendar year 2024, operating in India, according to the 11Lattice and C&W Report. According to the 11Lattice and C&W Report, our long-term collaborations with, and repeat mandates from, our Hyperscaler clients are a testament to the trust our Company commands in the industry. As of June 30, 2025, our diverse community of Enterprise clients included 7 of the top 10 Indian banks, based on Fiscal 2024 revenues, according to the 11Lattice and C&W Report, as well as leading companies across sectors such as financial services, fintech, social media, and retail space, for whom digital infrastructure is mission-critical to business operations.

Our value proposition for our clients is predicated on the following pillars.

AI-ready IT power capacity: Our facilities are equipped with AI-ready infrastructure designed to support the performance and scale requirements of AI applications. In addition, our data centers are equipped with advanced cooling technologies, such as air, liquid, and/or immersion cooling, to cater to varied workloads. Moreover, the Tower 5 facility at the Rabale Data Center campus was the first in India to be certified by NVIDIA as a DGX-ready data center for air and liquid cooling, showcasing our capability to support AI workloads, and currently 3 of our latest facilities have been certified for AI workloads and air and liquid cooling by NVIDIA, in each case according to the 1Lattice and C&W Report.

Scale: We offer a flexible, scalable infrastructure platform that meets global hosting practices, according to the 1Lattice and C&W Report. Our data center platforms are developed to enable our clients to scale upward as their business grows. Our data centers are also live-linked with each other, which enables our clients to monitor their workloads in real time using network dashboards, even if their data is hosted in multiple locations.

Track record: Our Sify Group's longevity of over 25 years in the network, data center services and digital services space in India, including being the first commercial data center in India, according to the 1Lattice and C&W Report, enables us to be regarded as a credible and competitive player in India. This is also demonstrated by our client base and the long-term relationships that we have developed with our clients. We have a track record of maintaining an uptime of 99.99%+ for our facilities at the Chennai 02 Data Center (Tower B), the Noida 02 Data Center (Tower B) and Tower 5 at the Rabale Data Center campus since inception, meeting global standards.

Carrier-neutrality: We offer a carrier-neutral, hyperconnected ecosystem of data centers, offering multiple internet exchange points, transit points of presence and multiple telecom multiplexers, which means that our clients have the flexibility to connect to all major telecommunications carriers and to the maximum number of cloud interconnects of their choice.

Hyperconnectivity: Our data centers are linked within an extensive hyperconnected ecosystem and provide connectivity with cloud service providers. We offer our clients the ability to connect from our data centers to more than 1 interconnection point that links to every availability zone of cloud service providers. Through this hyperconnected ecosystem our Enterprise clients can interconnect with our Hyperscaler clients, which ensures ultra-low latency for mission-critical applications.

External network connectivity: Our data centers are strategically located in high connectivity areas, with an extensive network infrastructure that facilitates efficient data transfer and redundancy. This ensures low latency and enhanced reliability and performance for our clients. Our Promoter, STL, provides inland connectivity through a dense network featuring seamless subsea connectivity to inland, a domestic multi-mesh network ensuring robust connectivity and performance, availability of dark fiber, a large software-defined wide area network and cloud interconnect partner ecosystem with major players. As of June 30, 2025, our Promoter, STL's network of dark fiber spanned over 112,000 km, with 1,159 fiber nodes and 1,908 wireless base stations.

Security and reliability: As a result of our design and technical specifications, we are able to offer our full spectrum of offerings at desired service level commitments, such as 99.99%+ uptime at the Chennai 02 Data Center (Tower B), the Noida 02 Data Center (Tower B) and Tower 5 at the Rabale Data Center campus. Further, we ensure secure and uninterrupted supply of power with on-site substations, power back-ups and step-down transformers at our data centers that serve our clients. Additionally, to safeguard critical data and infrastructure of our clients, we have implemented 10 levels of security within our data centers, starting with perimeter security, physical frisking of entrants, closed-circuit television cameras and biometric access technology, providing comprehensive protection from gate to server.

Real-time visibility: We offer clients real-time visibility through a fully automated dashboard, which translates into lesser human intervention and quicker machine-intelligence-driven operations, thereby ensuring smoother operational functionality for our clients. This approach facilitates proactive monitoring, greater performance, faster issue resolution, and reduced downtime. Additionally, we enable our clients to scale up operations with efficiency and optimize their resources utilization and costs by facilitating automated demand forecasting (based on capacity and location requirements), capacity availability planning, facility planning, power demand analysis and letters of intent for capacity demand according to their projected needs.

Scalability and responsiveness to demand: Our advanced development speed allows us to scale up quickly, ensuring we can accommodate growing client demand. In addition, our agile POD-based design enables quick duplications of IT and non-IT services, which facilitates quicker go-to-market timeframes for our clients and gives us the opportunity to serve our clients' growing digital infrastructure needs faster.

Sustainability: We are committed to sustainability and making a lasting, positive impact on the environment and the global community. By strategically investing into renewable energy sources, and integrating sustainability principles into our operations, we are able to, among other matters, ensure a stable power supply at our data centers, lock-in lower power costs and address the sustainability focus of our clients. Our Promoter, STL, was one of the earliest adopters of renewable power sources in the data center industry in India, according to the 1Lattice and C&W Report, integrating renewable energy into its operations by entering into renewable energy PPAs since 2013. We have also entered into long-term PPAs with renewable power companies, facilitating a steady and consistent adoption of renewable power, initially for non-IT operations at our data

centers, and, now increasingly for mission-critical workloads. The combination of renewable energy and efficient data center infrastructure has enabled us to reduce the overall carbon footprint of our operations, as well as that of our Hyperscaler and Enterprise clients colocated in our data centers. To date, we estimate that we have avoided over 350,000 tons of carbon emissions through the use of renewable power. We use a third-party-designed platform to track carbon emissions avoided based on the amount of renewable energy used to power our operations. Our data centers are designed to achieve industry-parallel PUE levels, according to the 1Lattice and C&W Report, which demonstrates that we are well-equipped to provide optimized energy consumption, thereby reducing our operational costs while improving overall efficiency and sustainability, positioning us well as a partner of choice for our clients.

Parentage and Go-To-Market (“GTM”) synergies for Enterprise clients

Our Company derives meaningful synergies by partnering with our Promoter, STL, and one of our group companies, SDSL. Our Promoter STL, is an ICT service provider that has been listed on the NASDAQ since October 1999. STL provides services such as domestic enterprise network connectivity, international cable landing partnerships, a domestic mesh network that ensures robust connectivity and performance, dark fiber, software defined – wide area network, unified communication and collaboration services, and cloud interconnect partner ecosystem with major players, according to the 1Lattice and C&W Report. Our group company, SDSL, is a digital and IT services provider. SDSL specializes in delivering advanced digital transformation solutions, including applications, platform, tools and services, IT infrastructure management, and cybersecurity for in-house use, according to the 1Lattice and C&W Report.

Together with STL and SDSL, we offer a unified GTM strategy, through which we augment our colocation, build-to-suit, interconnection, and value-added services with complementary offerings from STL and SDSL, and advance a converged portfolio of services to our clients, in particular to our Enterprise clients, who benefit from the availability of a comprehensive suite of services, including data centers, network, cloud, digital, and IT solutions, all under one roof. We are able to offer integrated end-to-end solutions that address the full spectrum of our clients’ ICT requirements. We also capitalize on multiple cross-sell and upsell opportunities within the Sify Group, enhancing value for our clients and driving business growth.

Under the parentage of our NASDAQ-listed Promoter, STL, we have been able to enhance our corporate governance practices, in particular as they relate to the implementation of global operational and governance standards.

Visionary Promoter and experienced leadership team

Our Company is led by a seasoned management team with in-depth knowledge of, and expertise in, the data center and IT services industries. Our Sify Group Chairperson, one of our Promoters and one of the Non-Executive Directors of our Company, Vegesna Ananta Koti Raju, has over 23 years of experience in technology and as an entrepreneur in Silicon Valley. He also holds United States patents for central processing unit architecture and high-performance register file with overlapping windows. Our senior management team, comprising members of Senior Management and Key Managerial Personnel, have decades of sectoral experience and have been involved in data centers, finance and corporate governance roles.

The Group Chief Operating Officer of Sify, and a Whole-Time Director of our Company, Chintaluri Venkata Rajeswara Rao is an experienced operations leader and has over 16 years of experience across industries in operations and management.

A member of our senior management, Sharad Agarwal, has over 19 years of experience in technology implementation, professional services and consulting. He is responsible for providing strategic leadership and overall direction to the organization, driving growth, culture and long-term value creation. He has previously served as the vice president of business development with Vantage Data Centers APAC Pte Limited LLC, as senior manager – technical infrastructure project manager at Amazon Data Services (India) Private Limited and BD Director at Orange Business Services India Network Private Limited.

Our Chief Financial Officer, Ganesh Sankararaman, has over 24 years of experience in the manufacturing and services sectors. Over the course of his career, Ganesh Sankararaman has executed key roles in finance, treasury, taxation, secretarial and risk management functions. He holds Chartered Accountant and Cost Accountant certifications.

Our Chief Risk Officer, CB Priya has over 24 years of experience in the marketing and finance function. Over the course of her career, CB Priya has performed key marketing and operational functions and holds a Cost Accountant certification.

The Company Secretary and Compliance Officer of our Company, Poornasandar D J has been associated with our Company since 2021 and is responsible for ensuring corporate governance, regulatory compliance, and statutory reporting while serving as the key link between the Board, regulators and stakeholders. He has over 13 years of experience in secretarial and compliance matters.

The Director – Human Services of our Company, Arun Jayaprakash, has been associated with our Company since April 1, 2025. He holds a bachelor’s degree in science (Hotel and Catering Management) from University of Madras and a Master’s Degree in Business Administration from Karunya Institute of Technology, Siruvani, Bharathiar University, Coimbatore. He

leads people strategy, talent management, and organizational development to build a high-performing and engaged workforce. He has over 22 years of experience in Human resources function.

We also benefit from our leadership team's long-term vision and ambitions for our Company and their commitment to building a multi-generational company and fostering a strong organizational culture. We also have the support of Kotak Investment Advisors Limited and Kotak Alternate Asset Managers Limited, who are the asset managers for our investors, the Kotak Special Situations Fund and the Kotak Data Center Fund who provide strategic guidance to our Company and create opportunities for our Company to access and implement global best practices.

Key Financial and Operating Indicators

The following table sets forth certain key financial and other operating indicators for the period/Fiscals indicated.

Particulars	Three months ended	Fiscal 2025	Fiscal 2024	Fiscal 2023
	June 30, 2025			
<i>(₹ million, except percentages)</i>				
Financial Indicators				
Revenue from Operations ⁽¹⁾	3,985.98	14,283.65	11,141.70	10,213.40
Revenue Growth ⁽²⁾	N/A ⁽³⁾	28.20%	9.09%	34.70%
Earnings Before Interest Tax Depreciation and Amortization ("EBITDA") ⁽⁴⁾	1,767.18	6,342.46	4,652.65	4,126.06
EBITDA Margin ⁽⁵⁾	44.33%	44.40%	41.76%	40.40%
Profit Before Tax ("PBT") ⁽⁶⁾	195.97	1,802.64	1,141.78	1,268.46
PBT Margin ⁽⁷⁾	4.92%	12.62%	10.25%	12.42%
Profit After Tax ("PAT") ⁽⁸⁾	136.32	1,263.60	932.48	966.86
PAT Margin ⁽⁹⁾	3.42%	8.85%	8.37%	9.47%
Net Debt ⁽¹⁰⁾	27,389.76	23,236.04	21,503.16	16,007.20
Long Term Debt to Equity ⁽¹¹⁾	1.38	1.37	1.28	1.62
Net Debt to EBITDA ⁽¹²⁾	3.87*	3.66	4.62	3.88
Operational Indicators				
No. of Data Centers Built ⁽¹³⁾	14	14	12	11
Count of Cities Present In ⁽¹⁴⁾	6	6	6	6
Total Built Capacity ⁽¹⁵⁾	188.04	188.04	136.20	92.63
Total Operational Capacity ⁽¹⁶⁾	113.67	111.37	85.49	77.09

*Annualised

Notes:

- Revenue from operations represents colocation services which includes lease rentals, power, cross-connects, etc. and excludes other income like interest income and one-time gains.
- Revenue growth (%) is calculated as a percentage of Revenue of the relevant period/year minus Revenue of the preceding period/year, divided by Revenue of the preceding period/year.
- N/A refers to Not Applicable where the information is unavailable since Restated Consolidated Financial Statements for June 30, 2024, are not reported by the Company.
- EBITDA is calculated as earnings before interest expense, taxes, depreciation and amortization less other income.
- EBITDA Margin is computed as percentage of EBITDA divided by Revenue from operations for the respective period/Fiscal.
- Profit before tax refers to restated profit before tax as disclosed in our Restated Consolidated Financial Statements.
- PBT Margin is computed as restated profit before tax divided by Revenue from operations as disclosed in our Restated Consolidated Financial Statements for the respective period/Fiscal.
- PAT refers to restated profit for the year as disclosed in our Restated Consolidated Financial Statements.
- PAT Margin refers to restated profit for the year divided by Revenue from operations as disclosed in our Restated Consolidated Financial Statements for the respective period/Fiscal.
- Net Debt is computed as total debt including short term debt, long term debt and lease liabilities minus cash and cash equivalents.
- Long Term Debt to Equity is computed as Long-Term Debt divided by Net Worth of the relevant period/Fiscal.
- Net Debt to EBITDA is computed as Net Debt which is total debt including short term debt, long-term debt and lease liabilities minus cash and cash equivalents divided by EBITDA.
- Count of Data centers which are operational.
- Number of cities where Company has data center operations.
- Total available power capacity that can be sold to customers during the period/Fiscal.
- Total Operational Capacity refers to the contracted load or committed IT power sold to customers during the period/Fiscal.

Our strengths

We are a pan-India leading provider of hyperconnected, high-performance digital infrastructure solutions

We are one of the top 3 providers of data center colocation services in India in terms of built IT capacity, as of March 31, 2025, according to the 1Lattice and C&W Report. We operate 14 colocation data center facilities located in 6 cities with a combined built IT power capacity of 188.04 MW, as of June 30, 2025. According to the 1Lattice and C&W Report, these cities, namely Mumbai, Chennai, Delhi NCR, Hyderabad, Bengaluru and Kolkata, are among India's fastest-growing data center clusters, and our presence in these commercial hubs positions us well to capitalize on the existing and emerging demand for our solutions from Hyperscaler and Enterprise clients. Presence in such key demand pockets enables low latency for our data centers, which in turn minimizes transmission delays and ensures faster response times for applications and services, providing a significant benefit to our clients, according to the 1Lattice and C&W Report. In particular, our data centers in key hub coastal cities, such as Mumbai and Chennai, are in close proximity to international undersea cable landing points, offering low-latency access and strong global connectivity, according to the 1Lattice and C&W Report. For example, the Chennai 02 Data Center has a 2 petabyte capacity subsea data cable landing station on site.

Our data centers are carrier-neutral and strategically positioned in locations with high network connectivity, including subsea data cable landing stations and fiber networks. This gives our clients the ability to seamlessly distribute workloads across multiple data centers.

Our hyperconnected, high-performance data centers are designed to support a wide range of workloads, at desired service level commitments, such as with 99.99%+ uptime at the Chennai 02 Data Center (Tower B), the Noida 02 Data Center (Tower B) and Tower 5 at the Rabale Data Center campus. The following are some of the features of our data centers:

- Our data centers employ advanced cooling technologies, including air, liquid, and/or immersion cooling systems, to cater to varied workloads. The Tower 5 facility at the Rabale Data Center campus was the first in India to be certified by NVIDIA as a DGX-ready data center for air and liquid cooling, showcasing our capability to support AI workloads, and currently 3 of our latest facilities have been certified for AI workloads and air and liquid cooling by NVIDIA, in each case according to the 1Lattice and C&W Report.
- Our data centers are served by multiple fiber paths and a large number of connectivity networks, which enables a dense network of connection points. This increases the reliability and performance of our operations, facilitates efficient data transfer and redundancy and which ensure low latency.
- Our data center facilities are carrier-neutral offering multiple internet exchange points, transit points of presence and multiple telecom multiplexers, which means that our clients have the flexibility to connect to all major telecommunications carriers and a large number of cloud interconnects.
- We adopt a POD-based design for our data centers, which enables agile capacity expansion. This means that we are able to offer modularity, faster deployment, and optimized resource utilization for our clients. The POD-based design also allows us to phase our capital expenditure in alignment with client demand.
- Our data centers have in place arrangements to ensure a minimum of 48 hours of fuel supply for backup power (provided by 2 fuel supply companies), and additional backup fuel that can be provided by a third supply company upon request at short notice. Our data center campuses in Rabale, Chennai and Noida have an onsite 230 KV gas-insulated switchgear substation that helps ensure continuous power supply.

In addition, our data centers have automated building management systems and are designed to complement the civil infrastructure in the regions in which we operate by providing a comprehensive range of digital infrastructure solutions, including performance monitoring and reporting, compliance and security. Automated building management systems are centralized control systems that monitor, manage and automate various mechanical, electrical and electromechanical functions within the data center. The primary benefits of the management systems are to improve occupant comfort, ensure safe building operation, reduce energy consumption, optimize equipment performance, and support predictive maintenance.

We have implemented a robust security framework, and our capabilities include advanced security solutions, including data encryption, data loss prevention, cybersecurity protection and AI-powered observability tools to protect critical financial data and infrastructure, which we are able to tailor to the individual needs of our clients. These measures help mitigate risks to us and our clients, prevent unauthorized access and ensure compliance with regulatory frameworks, all of which provide our clients with peace of mind in their dealings with our Company.

Our data centers are concurrently maintainable and have obtained top-tier certifications from industry bodies. The Tower 5 facility at the Rabale Data Center campus, the Chennai 02 Data Center (Tower B) data center and the Noida 02 Data Center (Tower B) data center are TIA-942 Rated 4 certified. TIA-942 Rated 4 certification is the highest level of certification that represents fully fault-tolerant infrastructure, with redundant systems for all critical components, offering proof of a progressive

hierarchy of availability and system design sophistication of a data center, according to the 1Lattice and C&W Report. Additionally, the Tower B facility at the Chennai 02 Data Center has been awarded the Indian Green Building Council Platinum rating. Our facilities are also compliant with applicable standards, including PCI DSS, SOC I, SOC II and ISO 27001. Such certifications demonstrate our commitment to achieving the highest industry standards.

Deep industry expertise developed over more than 3 decades of operational excellence

We leverage from the domain knowledge, including in engineering, design and technology and development efficiency that Sify Group has acquired over the course of more than 3 decades of operations and over 25 years of providing high-performance data center hosting solutions to our clients across India.

Developing an advanced data center is a highly complex undertaking that requires multi-functional expertise and substantial up-front capital expenditures, according to the 1Lattice and C&W Report. The cost dynamics vary significantly across data center hubs, such as Mumbai, New Delhi, Bengaluru, Hyderabad, Chennai and Kolkata, affecting the financial feasibility and expansion strategies of new and existing data centers. We have in-house engineering expertise across facility operations, civil engineering, and project management to support our operations and our client base. We are able to leverage this expertise to develop strategically-located high-performance data centers. This includes the following:

- expertise in identifying key locations and pockets of demand, including land acquisition and site selection;
- securing sites in markets with network connectivity and reliable power supply;
- expertise in securing and managing power capabilities and other utilities; and
- design and engineering capabilities to ensure that data centers are configured to high standards of efficiency and performance.

As of June 30, 2025, we had a team of 269 in-house specialists involved in a range of operations, projects, engineering, business development, business delivery and corporate functions.

We are committed to achieving high build speed and performance at low costs through a combination of advanced design and technology and innovative practices. We have a track record of successfully developing additional capacity and data centers to meet demand. For example, in the period from Fiscal 2023 to Fiscal 2025, we have developed 3 data centers, which added 95.41 MW of built IT power capacity to our operations. This reflects our ability to swiftly transition newly developed capacity into revenue-generating use, enabled by our execution strength and ability to support early client deployment.

We, through the Sify Group's combined experience, have developed efficiencies in the development of data centers that enable us to operate and bring data center capacity online with greater cost efficiencies, according to the 1Lattice and C&W Report. We have achieved such efficiencies by leveraging on our industry knowledge and expertise and in-house capabilities at all stages of the development process, which demonstrates our ability to deliver high-performance cost-effective digital infrastructure.

Our industry knowledge and expertise are complemented by our track record of providing digital infrastructure in compliance with the complex regulations that our clients are required to meet, including securing the necessary certifications and approvals applicable to their industries. In particular, we distinguish ourselves as a trusted digital infrastructure provider for the banking, financial services and insurance (“**BFSI**”) sector in India, by emphasizing stringent compliance and robust security measures, validated through globally-recognized standards such as ISO 27001, PCI DSS, SSAE18 SOC 1 & 2, ISO 27017/27018 and TIA-942 Rated 4 certification, according to the 1Lattice and C&W Report. We have consistently secured regulatory certifications and approvals ensuring adherence to data sovereignty laws and BFSI-specific industry standards. For example, pursuant to SEBI Circular “Cybersecurity and Cyber Resilience Framework (CSCRF) for SEBI Regulated Entities (Res)” dated August 20, 2024, SEBI registrants, including banking institutions are required to store data with data centers that meet the standards of TIA-942 Rated 4 certification level. We have obtained TIA-942 Rated 4 certification for the Tower 5 facility at the Rabale Data Center campus, Tower B facility at the Chennai 02 Data Center and the Tower B facility at the Noida 02 Data Center. TIA-942 Rated 4 certification is the highest level of certification that represents fully fault-tolerant infrastructure, with redundant systems for all critical components, offering proof of a progressive hierarchy of availability and system design sophistication of a data center, according to the 1Lattice and C&W Report. This expertise enables our BFSI Enterprise clients to navigate evolving regulatory landscapes while maintaining operational resilience. As of June 30, 2025, we served 7 of the top 10 Indian banks (based on Fiscal 2024 revenues), according to the 1Lattice and C&W Report. We have established ourselves as a trusted partner, providing secure, scalable, and compliant data center solutions tailored to the specific needs of the BFSI sector in India.

Long-term and sticky relationships with a distinguished client base

We have a diversified client base of over 500 clients, as of June 30, 2025. This comprises a balanced mix of Hyperscaler clients and Enterprise clients.

Hyperscaler clients are key contributors to demand across our data centers, contributing 67.81% and 69.32% to our revenues in the three months ended June 30, 2025, and Fiscal 2025, respectively. As of June 30, 2025, our client base included 3 of the top 4 global Hyperscaler companies, based on cloud services revenue in the second quarter of calendar year 2024, operating in India, according to the I Lattice and C&W Report. According to the I Lattice and C&W Report, our long-term collaborations with, and repeat mandates from, our Hyperscaler clients are a testament to the trust our Company commands in the industry.

In addition, we also cater to prominent Enterprise clients, across sectors, such as financial services institutions, fintech companies and social media companies, for whom digital infrastructure is mission-critical to business operations. As of June 30, 2025, our operations served 7 of the top 10 Indian banks (based on Fiscal 2024 revenues), top 4 of the top 10 Indian insurance companies (based on Fiscal 2024 revenues), a leading European payments company, as well as 2 of the top 5 social media companies globally (based on the number of smartphone handsets containing these applications as of the end of Fiscal 2025), according to the I Lattice and C&W Report.

The following table shows the revenue split for our Hyperscaler clients and Enterprise clients and a breakdown of the revenue split for our top 3, 5 and 10 Enterprise clients for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Hyperscaler clients	67.81%	69.32%	65.29%	68.54%
Enterprise clients	32.19%	30.68%	34.71%	31.46%
Top 3 Enterprise clients	9.12%	9.47%	10.54%	8.76%
Top 5 Enterprise clients	12.18%	11.61%	12.89%	11.59%
Top 10 Enterprise clients	16.79%	15.05%	17.42%	15.78%

Note: The names of the clients have not been disclosed in this Draft Red Herring Prospectus due to confidentiality reasons and non-receipt of consent from these clients. The clients shown are the top clients in terms of revenue from operations for each of the respective years/ periods and may not necessarily be the same customers.

We offer our clients service-level agreements that meet global standards and market expectations. This offering is key to attracting and retaining Hyperscaler and Enterprise clients.

Through our hyperconnected ecosystem, and our comprehensive suite of offerings across colocation, build-to-suit, interconnectivity and applications, we are able to create a self-reinforcing cycle of demand between our Hyperscaler and Enterprise clients. The ecosystem has created an environment in which Hyperscaler and Enterprise clients mutually benefit from colocating in our data centers: Enterprise clients have the opportunity to interconnect with our Hyperscaler clients, ensuring ultra-low latency for mission-critical applications; and equivalently, Hyperscaler clients can augment their offerings to their Enterprise clients through low-latency colocation.

Any colocated client can interconnect with any of our Hyperscaler clients in our data centers for low latency cloud computing. In turn, Hyperscaler clients in our facility can, through our interconnection services, offer faster services to existing Enterprise clients in our data centers, as well as to other Enterprise clients who may choose to colocate in our data centers to be in physical proximity to these Hyperscaler clients. This network effect enhances the demand for colocation, interconnection as well as value-added services in our data centers.

We have been able to expand our client base and build long-term relationships with our clients over many years due to our client-centric approach and strong value proposition. As of June 30, 2025, the average length of relationship with our top 5 clients was 7 years. Additionally, during the three months ended June 30, 2025, and Fiscal 2025, 67.04% and 68.34% of our total revenue, respectively, was associated with contract terms of at least 7 years, and on average with 5 years of average contract life remaining. The “sticky” nature of our client base also enables us to achieve predictable annuity revenue and complementary future years’ revenue. Since Fiscal 2023, all our clients have renewed their contracts with us or expanded the services they procured from us. The Company’s recurring revenue from the top 5 clients, has increased from 74.12% in Fiscal 2023 to 76.89% in Fiscal 2025. This provides assurance of stable cash flows and enables high revenue visibility for our Company.

Strategic and competitive advantage complemented by a converged offering across the Sify Group

Sify Group has established itself as a pioneer in the information and communications technology (“ICT”) industry, known for its innovation and leadership, according to the I Lattice and C&W Report. We, together with our Promoter, STL, and one of our group companies, SDSL, offer a comprehensive suite of solutions, and position ourselves as a converged platform for clients’ diverse ICT needs. Our strategy allows for effective cross-selling of services among us and STL and SDSL, and our clients benefit from the availability of an integrated services offering when they colocate with us.

We have a unified GTM strategy, through which we augment our colocation, build-to-suit, interconnection, and value-added services with complementary offerings from STL and SDSL, and advance a converged portfolio of services to our Enterprise clients. During Fiscal 2025, all of our Hyperscaler clients availed themselves of the connectivity stack offered by STL, in addition to our colocation offering. During Fiscal 2025, all of all our Enterprise clients used our interconnection and value-added services. Our clients, in particular Hyperscaler clients, benefit from STL's extensive experience in network services, as well as seamless subsea connectivity into inland connection and into our domestic network. This facilitates efficient, low latency data transfer, across data centers. Incrementally, SDSL provides advanced digital transformation solutions through its IT services offering.

Our Sify Group GTM is reinforced by our "One Sify Marketplace" online buying platform, through which our Enterprise clients are able to commission additional colocation space without human intervention. This is a key time-saving benefit for our Enterprise clients, as they are able to increase capacity through a digital process more comfortably, rather than through human interactions. The "One Sify Marketplace" online platform also enables us to deploy additional capacity for our Enterprise clients faster.

The integrated approach facilitated by our Sify Group's GTM strategy allows for effective cross-selling of services among us and STL and SDSL. For example, several of our Enterprise clients, including an insurance company that is one of our oldest clients, and a logistics network Enterprise client, both of which initially engaged us for our data center services, subsequently also availed themselves of the network connectivity services provided by STL. This integrated approach has enabled us to maximize value for our clients, who benefit from the availability of a comprehensive suite of services, including data centers, network, cloud, digital, and IT solutions.

Commitment to power efficiency and reliability and sustainable energy

Access to secure, uninterrupted power and energy efficiency are essential elements of the data center industry, according to the 1Lattice and C&W Report. Moreover, power security is key to ensuring high uptime. We are committed to maintaining consistent and reliable power supply at our operations. To achieve this, we implement measures to retain control over our power utilities and maintain uninterrupted supply at our operations. For example, all of our data centers that serve Hyperscaler clients are equipped with onsite substations and step-down transformers.

To reduce dependency on non-renewable energy sources, we invest in power sustainability initiatives and increasingly incorporate renewable power sources into our operations. We prioritize sustainability through a combination of energy efficiency and the implementation of carbon-free and renewable energy solutions, including by entering into PPAs for renewable energy. We are focused on sustainability and the incorporation of renewable energy sources into our operations. As of June 30, 2025, approximately 58.69% of power capacity utilized at the Rabale Data Center campus (Towers 1, 2 and 3), Vashi Data Center and Airoli Data Center during the last 12 months was generated from renewable energy sources, which is notably high compared to the broader industry landscape, according to the 1Lattice and C&W Report. As Hyperscalers and Enterprises are increasingly prioritizing environmental, social and governance factors, especially sustainable energy use and carbon footprint when selecting data center providers, according to the 1Lattice and C&W Report, we are well-positioned to be the partner of choice to such clients as they continue to expand their operations in India. Our Promoter, STL, was one of the earliest adopters of renewable power sources in the data center industry in India, according to the 1Lattice and C&W Report, having incorporated renewable energy sources into its operations since 2013. We also augment our supply of grid power with power from renewable energy to power our data centers, including to facilitate data center solutions for our Hyperscaler clients. Over the period from 2023 to 2025, we have incorporated 54.47% renewable energy in our power mix at our largest campuses at the Rabale Data Center (Towers 1, 2 and 3), in addition to smaller renewable energy usage at the Airoli Data Center, the Vashi Data Center and the Bengaluru Data Center. As of June 30, 2025, we had incorporated 62.59% renewable energy in our power mix at the Rabale Data Center (Towers 1, 2 and 3).

Our investments in renewable energy sources include equity investments in renewable energy, in line with the requirements of the Electricity Act, 2003. We complement such investments with long-term PPAs, which we enter into with other renewable power companies. As of June 30, 2025, we had 309.60 megawatt peak ("MWP") of renewable power contracted under our PPAs.

We achieve further power efficiencies by adopting efficient build and design methodologies for our data centers and introducing advanced and innovative cooling technologies and water efficiency initiatives. Through these measures, we are able to design our data centers at low water usage effectiveness levels and, according to the 1Lattice and C&W Report, at industry-parallel PUE levels. Long-term PPAs, combined with our industry-parallel PUE, according to the 1Lattice and C&W Report, help minimize operational risks by securing power supply.

We also maintain various industry-leading certifications relating to sustainability and environmental commitments, such as ISO 14001 Environmental Certification, among other sustainability initiatives.

Moreover, Sify Group started publishing an annual integrated report on sustainability in 2016, which includes transparent reporting of sustainability performance of the Sify Group and the disclosure of sustainability indicators relevant to our clients and stakeholders, which started in Fiscal 2022. In Fiscal 2025, we commenced publishing an annual sustainability report in respect of our Company’s performance. This demonstrates our commitment to transparency and environmental responsibility. Our sustainability report is independently audited, as are our periodic environment and social impact assessments.

Robust financial profile with a strong combination of scale, growth, profitability, returns and cash flows

We have consistently demonstrated robust financial performance in recent years, and our contractual arrangements with our clients provide cash flow visibility. The following table shows our total income, revenue growth, EBITDA and EBITDA margin for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	<i>(₹ million, except percentages)</i>			
Total income ⁽¹⁾	4,055.42	14,542.75	11,417.10	10,390.70
Total income growth ⁽³⁾	N/A ²	27.38%	9.88%	36.12%
EBITDA ⁽⁴⁾	1,767.18	6,342.46	4,652.65	4,126.06
EBITDA margin ⁽⁵⁾	44.33%	44.40%	41.76%	40.40%

Notes:

- Total income comprises revenue from operations and other income.
- Total income growth for the three months period ended June 30, 2025, is not available, as the Company has not reported Restated Consolidated Financial Statements in respect of the three months period ended June 30, 2024.
- Total income growth (%) is calculated as a percentage of Total income of the relevant period/year minus Total income of the preceding period/year, divided by Total income of the preceding period/year.
- EBITDA is calculated as earnings before interest expense, taxes, depreciation and amortization less other income.
- EBITDA Margin is computed as percentage of EBITDA divided by Revenue from operations for the respective period/Fiscal.

See “Other Financial Information—Reconciliation of Non-GAAP Measures” on page 434, for more information.

Our financial strength is also demonstrated by the longevity of SISL, including in the past as part of the Sify Group, in the data center space in India, which has enabled us to develop efficiencies in capital deployment demonstrates prudent fiscal management over time. We have achieved returns on capital employed (“ROCE”) of 9.88%, 6.75%, 7.92% and 1.62% in Fiscal 2023, Fiscal 2024, Fiscal 2025 and the three months ended June 30, 2025 (on an unannualized basis), respectively, which was significantly higher than our global peers in Fiscal 2023 and Fiscal 2024, according to the 1Lattice and C&W Report, due to a rapid increase in our built IT power capacity scale-up over the period. As our data centers mature, improved utilization and a lower PUE factor enhance operational efficiency and drive higher ROCE, especially as these long-life assets continue to generate returns beyond their depreciable life. Given that POD-based assets represent roughly 75–80% of total capital expenditure and have a depreciable life of 8 years, ROCE generally stabilizes in the 15–20% range during this period. After the POD-based depreciation period concludes, ROCE typically rises to 26–32%. For further information, see “Industry Overview—2.1.5.9 IRR and ROCE of a Data Center” on page 196.

Further, the long-term and sticky nature of our client relationships supports cash flow visibility. Since Fiscal 2023, our clients have renewed all of their expiring contracts with us, and recurring revenue from our top clients has increased over the period. As of June 30, 2025, the average remaining contract period with our top 3 clients was 5 years. Moreover, the majority of our contracts include built-in rental increases, ranging from 2.00% to 4.00% per annum, which provides us with a level of insulation against operating expense growth and supports margin stability.

For more information, see “—Key Financial and Operating Indicators”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Information—Restated Consolidated Financial Information”, on pages 282, 440 and 349, respectively.

Our strategies

Expanding power capacity and expertise

We are committed to bringing new data center capacity online and expanding and upgrading our digital infrastructure to meet growing demand for data center hosting solutions in India. According to the 1Lattice and C&W Report, factors like rising digitalization and AI adoption are expected to push data center demand in India from current levels of 1.3 GW in Fiscal 2025 to between 4.7 GW to 5.7 GW in Fiscal 2030, representing a compounded annual growth rate (“CAGR”) of between 30.1% to 35.1% over the period. We aim to capitalize on this anticipated demand by developing new data centers in strategic locations. As of June 30, 2025, we had 11 data center facilities under development located in Mumbai, Noida, Chennai, Bengaluru, Lucknow and Chandigarh. Development of such additional data centers will allow us to increase our data center hosting

solutions in a short timeframe to meet demand. We also aim to continue to incorporate advanced technological features into our data centers, including subsea data cable connectivity features and earthquake-resistant features.

In addition, as the regulatory landscape in India increasingly requires the local storage of data and information, including by Hyperscaler clients, we plan to continue to leverage on our industry experience to facilitate data center capacity creation and create opportunities for long-term client relationships.

We plan to continue to expand our footprint of high-performance data centers and expertise in key markets, depending on demand and anticipated data traffic.

Upscaling our AI-ready capabilities

We are committed to scaling up AI-ready capacity at our data centers. We expect AI-related capacity to be a key component of our offering in the future. AI workloads, according to the 1Lattice and C&W Report, especially those involving deep learning, demand significantly higher power densities. In addition, to manage the substantial heat generated, data centers are adopting advanced cooling solutions; liquid cooling systems, such as direct-to-chip and immersion cooling, are becoming essential to maintain optimal operating temperatures, according to the 1Lattice and C&W Report. AI-ready servers also require greater cable density, with additional fiber infrastructure compared to traditional systems. In addition, zonal architecture and modular design principles are important features of AI-ready data centers, as they allow effective segregation of workloads based on performance needs, thereby helping optimize cost and energy efficiency. The share of AI-related workloads is expected to rise from less than 1% in Fiscal 2025 to between 15% and 20% by Fiscal 2030, amounting to a data center demand of between 0.7 GW to 1.1 GW by Fiscal 2030, according to the 1Lattice and C&W Report. Our current AI-optimized data centers at the Rabale Data Center campus (Tower 5), the Noida 02 Data Center (Tower B) data center and the Chennai 02 Data Center (Tower B), are designed to attract high-value clients, boosting revenue and solidifying our market leadership in AI infrastructure. We are deploying AI-ready infrastructure to be well prepared to capitalize on this anticipated demand for AI infrastructure by Fiscal 2030, allowing us to remain competitive in the future, according to the 1Lattice and C&W Report.

Focus on renewable investments and sustainability

We are committed to sustainability and making a lasting, positive impact on the environment and the global community. Our Promoter, STL, was one of the earliest adopters of renewable power sources in the data center industry in India, according to the 1Lattice and C&W Report, integrating renewable energy into its operations by entering into renewable energy PPAs since 2013. We have also incorporated renewable energy sources into our operations. As of June 30, 2025, approximately 58.69% of power capacity utilized at the Rabale Data Center campus (Towers 1, 2 and 3), Vashi Data Center and Airoli Data Center during the last 12 months was generated from renewable energy sources, which is notably high compared to the broader industry landscape, according to the 1Lattice and C&W Report. In addition, as of June 30, 2025, we are investing into a further 75.00 MW of renewable energy power. We are focused on continuing to make strategic investments into renewable energy sources and increasingly integrating sustainability principles into our operations.

In addition, we are transparent about our sustainability initiatives and track record. The Sify Group started publishing an annual integrated report on sustainability in 2016, which includes transparent reporting of sustainability performance of the Sify Group and the disclosure of sustainability indicators relevant to our clients and stakeholders, which began in Fiscal 2022. In Fiscal 2025, we commenced publishing an annual sustainability report in respect of our Company's performance. In developing our sustainability measures for our Company, we have determined our key material topics relevant to our operations by analyzing the risks and opportunities our Company faces, identifying key stakeholder groups, and engaging with them periodically across multiple channels to determine their concerns and interests. We have identified 12 key material topics that we have aligned with the United Nations Sustainable Development Goals and Global Reporting Initiatives. These include the following, among others:

- *Energy efficiency and management:* we are committed to achieving higher levels of energy efficiency through the use of renewable energy sources in our data centers and minimizing our carbon footprint;
- *Sustainable supply chain:* we focus on establishing a sustainable procurement system that can be applied throughout our supply chain;
- *Water management:* we focus on optimizing our water consumption and promoting water conservation measures in our operations;
- *Greenhouse gas emissions:* we are committed to working toward achieving carbon neutrality; and
- *Community engagement:* we will continue to invest in expanding our community reach through various initiatives in healthcare, education and water treatment.

Our sustainability report is independently audited, as are our environment and social impact assessments.

Upscaling relationships with existing clients and expanding our client base

We plan to continue to deepen relationships with our existing clients and further expand our client base. In particular, we remain focused on achieving greater penetration within the Hyperscaler client sector and widen our Enterprise client base.

Hyperscaler clients

As a result of our long-standing position in the Indian market and experience in the industry, we are well-placed to capitalize on the increasing demand for services from Hyperscaler clients in India. According to the 1Lattice and C&W Report, Hyperscaler demand is expected to grow at a CAGR of between 34.5% and 41.7% over the period Fiscal 2025 to Fiscal 2030, with share expected to rise to between 65.0% and 70.0% by Fiscal 2030, driven by the rapid growth in internet usage, increased smartphone penetration and the widespread shift to cloud-based solutions. This is expected to lead to a surge in data consumption and storage needs, making Hyperscaler companies a critical component of the expanding digital ecosystem, according to the 1Lattice and C&W Report. We aim to cater to both the short-term and long-term data center hosting needs of Hyperscaler clients through deployment of capacity in existing data centers, as well as by offering expanded capacity in our new data center as they become operational. Between Fiscal 2023 and Fiscal 2025, 2 of our Hyperscaler clients have increased their capacity demand to more than one of our locations.

Enterprise clients

As a result of increasing data localization and regulatory developments, Indian enterprises are increasingly required to store data within national borders, which drives significant demand for domestic data center capacity, according to the 1Lattice and C&W Report. This regulatory shift presents a substantial opportunity for us to cater to the needs of enterprises by providing compliant and secure data storage solutions. We plan to continue to strategically allocate a portion of our data center space to Enterprise clients, optimizing margins and enhancing ROCE by focusing on high-value, long-term partnerships. Among the Enterprise clients, we aim to focus on allocating and developing data center space and solutions to cater to the needs of deep technology, manufacturing and semiconductor enterprise players.

In addition to deepening and expanding our Enterprise client relationships, we believe our Sify Group's unified GTM affords us the ability to cross-sell and up-sell our data center hosting services to existing clients of our Promoter, STL, and group company, SDSL, thereby broadening our client base and driving sustainable growth for our Company.

Strengthen access to interconnection services

In response to rising consumer demand for low-latency solutions, we plan to capitalize on the self-reinforcing cycle of demand between our Hyperscaler and Enterprise clients by enhancing access to and up-selling our interconnection services to our client base. We currently offer our clients the ability to connect from our data centers with more than 1 interconnection point with the availability zones of any cloud service provider.

Widening our Edge data center presence

According to the 1Lattice and C&W Report, significant rise in real-time content consumption through social media, video streaming, and gaming platforms, along with the proliferation of IoT devices across industries, the demand for edge computing is expected to witness a significant surge. Edge data centers are expected to play an important role in meeting this additional demand, as these trends necessitate ultra-low latency and localized data processing, making Edge data centers increasingly vital for ensuring seamless user experiences and timely decision-making, according to the 1Lattice and C&W Report. Tailwinds, such as generative AI, cloud adoption, 5G rollout, and the rise of software as a service ("SaaS"), IoT, and connected mobility are further expected to accelerate the need for edge infrastructure.

We plan to enhance our Edge data center presence, to offer our clients the flexibility to adapt to AI- and IoT-driven shifts to meet the growing demands of Edge computing. We are focused on providing mainstream data center-level capabilities in the Edge data center domain to facilitate the requirements of Hyperscaler clients. As of June 30, 2025, we have 2 Edge data centers under development in Lucknow and Chandigarh, with firm commitments for upcoming capacity.

Our Data Centers

As of June 30, 2025, we had 14 operational colocation data center facilities across 6 major cities in India, comprising 7 data center facilities in Mumbai, 2 data center facilities in Chennai, 2 data center facilities in Noida and 1 data center facility in each of Bengaluru, Hyderabad and Kolkata. Our data centers combined had a built IT power capacity of 188.04 MW, as of June 30, 2025.

Data centers are dedicated physical infrastructure used to house computer systems, related storage systems and associated components. Data centers serve as repositories for IT equipment, such as physical servers, storage subsystems, networking switches, routers and firewalls, as well as the cabling and physical racks used to organize and interconnect the IT equipment. Data centers also comprise supportive infrastructure, such as power distribution and supplemental power subsystems.

The following is a description of our 14 operational data centers facilities, as of June 30, 2025.

Mumbai

We operated 7 data center facilities in Mumbai, as of June 30, 2025.

Rabale Data Center campus

The Rabale Data Center campus is a mega data center campus designed with flexibility for capacity expansion. It is one of our newest and largest data centers by size and capabilities. The Rabale Data Center campus is designed to accommodate 12 Towers. As of June 30, 2025, the Rabale Data Center campus had 5 operational Towers (Towers 1 – 5) with a combined built IT power capacity of 96.94 MW.

The Rabale Data Center campus is designed to serve and meet the needs of Hyperscaler clients and to facilitate AI-related workloads. In particular, the Tower 5 facility at the Rabale Data Center campus is a fully Hyperscale-ready data center with 43.20 MW of built IT power capacity, as of June 30, 2025, and is equipped to handle AI-related applications with specifications that can host workloads for up to 130 kW per rack using direct-to-chip technology.

The Tower 5 facility was the first in India to be certified by NVIDIA as a DGX-ready data center for air and liquid cooling, showcasing our capability to support AI workloads, according to the 1Lattice and C&W Report. In addition, the Tower 5 facility has obtained TIA-942 Rated 4 certification, which signifies the highest level of data center certification awarded by the TIA for facilities that are fully fault-tolerant with redundant systems for all critical components.

At the Rabale Data Center campus, we facilitate access to multiple Hyperscaler clouds, OTT ecosystems and ISPs with low-latency. We also offer build-to-suit and multi-tenant data centers, with dual meet-me-rooms and a large number of network interconnects at the Rabale Data Center campus.

Other key facilities at the Rabale Data Center campus include the following.

- Towers 1, 2 and 3 at the Rabale Data Center campus have an on-premises 110 KV substation, which helps ensure uninterrupted power supply.
- Towers 4 and 5 at the Rabale Data Center campus have an on-premises 220 kV GIS substation to ensure uninterrupted high-capacity power supply.
- The Rabale Data Center campus has high floor-to-ceiling space and heavy load-bearing floors that can accommodate large and heavy systems for AI-related work applications.

In addition, the Rabale Data Center campus was designed in line with our sustainability commitments and uses a combination of renewable energy and grid energy to power operations. Renewable energy is used to power up to 70.00% of the operations at the Rabale Data Center campus and is sourced from a combination of solar and wind generation through our PPAs.

The following is an image of Towers 1 and 2 at the Rabale Data Center campus.



The following is an image of Tower 4 at the Rabale Data Center campus.



The following is an image of Tower 4 (foreground) and Tower 5 at the Rabale Data Center campus.



Vashi Data Center

The Vashi Data Center in Vashi, Mumbai, is our oldest data center, with 25 years of continuous operation, since it was commissioned in September 2000 by our Promoter, STL. The Vashi Data Center had a built IT power capacity of 0.38 MW, as of June 30, 2025. Through the Vashi Data Center, we offer colocation services, disaster recovery as a service (“**DRaaS**”) and ancillary data center services. It is a carrier-neutral facility that contains dual meet-me-rooms and multiple telecom services providers, and internet exchanges that deliver a redundant and robust telcom network to clients. As of June 30, 2025, the Vashi Data Center is a fully-sold data center, which means it is operating at peak capacity. Clients whose services are hosted at the Vashi Data Center include colocation clients from multiple industries, including BFSIs, internet service providers (“**ISPs**”), over-the-top players (“**OTT**”) and government sector clients.

The following is an image of the Vashi Data Center.



Airoli Data Center

The Airoli Data Center was designed for a built IT power capacity of 4.05 MW, and has the flexibility to accommodate further capacity expansion. Through the Airoli Data Center, we offer cloud deployments, colocation services, managed services, DRaaS, cloud adjacency and CDN services to local and international clients. The Airoli Data Center offers a range of hosted private cloud options, and is a carrier-neutral facility. It is a high-performance data center, which means that it delivers resiliency and high-availability with near-zero latency.

Clients whose services are hosted at the Airoli Data Center include Hyperscaler clients, OTT, Enterprise clients in the BFSI sector and Enterprise clients in the manufacturing, media and entertainment and healthcare and pharma sectors.

The following is an image of the Airoli Data Center.



Chennai

We operated 2 data center facilities in Chennai, as of June 30, 2025.

Chennai 01 Data Center

Our data center in TIDEL Park, Chennai (“**Chennai 01 Data Center**”), had a built IT power capacity of 3.58 MW, as of June 30, 2025. The Chennai 01 Data Center is a carrier-neutral facility that has dual meet-me-rooms and multiple telecom service providers and internet exchanges that offer a redundant and robust network to client. In addition, the Chennai 01 Data Center offers clients the flexibility to connect to the maximum number of cloud interconnects of their choice. At the Chennai 01 Data Center, we offer colocation and managed services, DRaaS, content delivery network (“**CDN**”) services and various ancillary data center services. The Chennai 01 Data Center is a high-performance data center, which means that it delivers resiliency and high-availability with near-zero latency.

The Chennai 01 Data Center enables a range of Enterprise clients in the manufacturing, IT, BFSI and healthcare and pharma sectors run their mission-critical applications.

Chennai 02 Data Center

Our Chennai 02 Data Center is a Hyperscaler data center campus with over 25.92 MW of built IT power capacity, as of June 30, 2025. The Chennai 02 Data Center is a carrier-neutral campus with dual meet-me-rooms and interconnects with various telecom service providers and ISPs. The Chennai 02 Data Center has dense fiber deployment from various providers, which helps enable high-capacity, low latency and resilient network access across data center sites. In addition, the Chennai 02 Data Center is equipped with facilities designed to handle AI-related applications with specifications that can host workloads of up to 130 KW per rack using direct-to-chip technology.

The Chennai 02 Data Center was also the first data center in India to host an on-premise subsea data cable landing station, according to the ILLIUM and C&W Report. This provides transpacific fiber access with up to 2 petabytes of capacity.

Other technical facilities at the Chennai 02 Data Center include 4 diverse fiber paths and an on-site 230 kV GIS substation, which helps ensure uninterrupted, high-capacity power supply.

The Tower B facility at the Chennai 02 Data Center has been awarded the Indian Green Building Council Platinum rating. Moreover, the Tower B facility at the Chennai 02 Data Center has obtained TIA-942 Rated 4 certification, which, according to the ILLIUM and C&W Report, is the highest level of certification that represents fully fault-tolerant infrastructure, with redundant systems for all critical components, offering proof of a progressive hierarchy of availability and system design sophistication of a data center. The Tower B facility at the Chennai 02 Data Center has also received NVIDIA-certified DGX-Ready status for AI workloads and liquid cooling, according to the ILLIUM and C&W Report.

The following is an image of the Chennai 01 Data Center.



The following is an image of the Chennai 02 Data Center.



Noida

We operated 2 data center facilities in Noida, as of June 30, 2025.

Noida 01 Data Center

Our data center in Noida, Delhi (“**Noida 01**”), is a data center with a built IT power capacity of 10.96 MW, as of June 30, 2025. At the Noida 01 Data Center, we offer Hyperscaler cloud deployment, colocation and managed services, DRaaS, cloud adjacency and CDN services. The Noida 01 Data Center is a carrier-neutral facility, and has dual meet-me-rooms and multiple telecom service providers and ISPs for delivering a redundant and robust telecom network to clients. The Noida 01 Data Center is a high-performance data center, which means that it delivers resiliency and high-availability with near-zero latency.

The Noida 01 Data Center provides services to a range Hyperscaler clients, and enables Enterprise clients, including OTT players, and Enterprise clients in BFSI, manufacturing, media and entertainment, and healthcare and pharma sectors to run their mission-critical applications.

The following is an image of the Noida 01 Data Center.



Noida 02 Data Center

One of our most recently-developed data centers, located in Noida, Delhi (the “**Noida 02 Data Center**”), and in close proximity to the Noida 01 Data Center, is a data center comprising 3 towers, of which Tower B is currently operational. The Tower B facility at the Noida 02 Data Center had a 25.92 MW built IT power capacity, as of June 30, 2025.

At the Noida 02 Data Center, we provide build-to-suit services and a suite of data center services for Hyperscaler and Enterprise clients, included OTT players and Enterprise clients in the BFSI, manufacturing, media and entertainment and healthcare and pharma sectors.

The Tower B facility at the Noida 02 Data Center is equipped with facilities to handle AI-related work with specifications that can host workloads of up to 130 kW per rack using direct-to-chip technology. In addition, the Tower B facility at the Noida 02 Data Center has received the NVIDIA-certified DGX-Ready status for AI workloads and liquid cooling, according to the 1Lattice and C&W Report.

Moreover, the Noida 02 Data Center has obtained TIA-942 Rated 4 certification, which, according to the 1Lattice and C&W Report, is the highest level of certification that represents fully fault-tolerant infrastructure, with redundant systems for all critical components, offering proof of a progressive hierarchy of availability and system design sophistication of a data center. The Noida 02 Data Center has also received Indian Green Building Council certification.

The following is an image of the Noida 02 Data Center.



Bengaluru

We had 1 operational data center in Bengaluru, as of June 30, 2025. The Bengaluru Data Center had a built IT power capacity of 4.82 MW, as of June 30, 2025. The Bengaluru Data Center is carrier-neutral, with dual meet-me-rooms, diverse ISPs and near-zero latency, which provides high availability and network redundancy. It is a high-performance data center, which means that it delivers resiliency and high-availability with near-zero latency. At the Bengaluru Data Center, we provide colocation, managed services and various ancillary data center services.

At the Bengaluru Data Center, we provide services to a range of Enterprise clients, including Enterprise clients in the IT sector, BFSIs, and Enterprise clients in the manufacturing and healthcare and pharma sectors.

The following is an image of the Bengaluru Data Center.



Hyderabad

We had 1 operational data center in Hyderabad, as of June 30, 2025 (the “**Hyderabad Data Center**”). The Hyderabad Data Center has a built IT power capacity of 14.4 MW as of June 30, 2025. The Hyderabad Data Center is a carrier-neutral facility, with dual meet-me-rooms and multiple telecom service providers and ISPs delivering a redundant and robust telecom network to clients. It is a high-performance data center, which means that it delivers resiliency and high-availability with near-zero latency. At the Hyderabad Data Center, we provide colocation, managed services and various ancillary data center services. Our data center campus in Hyderabad provides opportunities to expand operational IT capacity in the future to meet increasing demand for data center services.

Facilities at the Hyderabad Data Center include advanced security layers, including physical security measures, such as biometric authentication, CCTV surveillance, and 24/7 monitoring, as well as cybersecurity protocols to protect data integrity.

Enterprise clients at the Hyderabad Data Center can customize their data center solutions based on their specific requirements, including tailored configurations for hardware, connectivity options, and service levels to meet unique operational needs.

At the Hyderabad Data Center, we provide services to a range of Enterprise clients, including Enterprise clients in the IT sector, BFSIs, and Enterprise clients in the manufacturing and healthcare and pharma sectors.

The following is an image of the Hyderabad Data Center.



Kolkata

We had 1 operational data center in Kolkata, as of June 30, 2025 (the “**Kolkata Data Center**”). The Kolkata Data Center has a built IT power capacity of 1.08 MW, as of June 30, 2025. We developed the Kolkata Data Center to offer data center services to large- and medium-sized Enterprise clients across industries. The Kolkata Data Center is a carrier-neutral facility, has dual meet-me-rooms and multiple telecom service providers and ISPs delivering a redundant and robust telecom network to clients. It is a high-performance data center, which means that it delivers resiliency and high-availability with near-zero latency. At the Kolkata Data Center, we provide colocation, managed services, DRaaS and various ancillary data center services.

The Kolkata Data Center provides high availability, robust security measures, scalable infrastructure, and advanced cooling systems to ensure optimal performance and reliability for clients’ IT operations.

We employ multiple layers of security at the Kolkata Data Center, including physical security measures, such as access controls and surveillance, as well as cybersecurity protocols such as firewalls, intrusion detection systems, and regular security audits to safeguard client data.

The following is an image of the Kolkata Data Center.



Edge Data Centers

We are committed to widening our presence in the Edge data center space. Edge data centers are data centers that are located in close proximity to end-users and enterprise hubs. This physical proximity helps address the challenges created by latency and redundancy, which makes Edge data centers essential to meeting the growing demands of Hyperscaler and Enterprise clients. According to the ILLIUM and C&W Report, with the exponential rise in real-time content consumption through social media, video streaming, and gaming platforms, along with the proliferation of IoT devices across industries, the demand for edge computing is expected to witness a significant surge. Edge data centers are expected to play an important role in meeting this additional demand, as these trends necessitate ultra-low latency and localized data processing, making Edge data centers increasingly vital for ensuring seamless user experiences and timely decision-making, according to the ILLIUM and C&W Report. As of June 30, 2025, we had 2 Edge data centers under development in Lucknow and Chandigarh.

Capacity and Capacity Utilization

The following table sets forth certain information relating to our capacity utilization of our data centers, calculated on the basis of the design capacity, installed capacity and actual utilized capacity for each of the relevant periods, as certified by the Independent Chartered Engineer by way of his certificate, dated October 16, 2025.

No.	Data Center	Three months ended June 30, 2025				Fiscal 2025				Fiscal 2024				Fiscal 2023			
		Built Capacity ¹ (MW ⁵)	Installed Capacity ² (MW ⁵)	Operational Capacity ³ (MW ⁵)	Capacity Utilization ⁴ (%)	Built Capacity ¹ (MW ⁵)	Installed Capacity ² (MW ⁵)	Operational Capacity ³ (MW ⁵)	Capacity Utilization ⁴ (%)	Built Capacity ¹ (MW ⁵)	Installed Capacity ² (MW ⁵)	Operational Capacity ³ (MW ⁵)	Capacity Utilization ⁴ (%)	Built Capacity ¹ (MW ⁵)	Installed Capacity ² (MW ⁵)	Operational Capacity ³ (MW ⁵)	Capacity Utilization ⁴ (%)
1	Rabale Towers 1 & 2	21.64	21.64	21.41	98.93%	21.64	21.64	21.41	98.93%	21.64	21.64	21.08	97.42%	21.64	21.64	21.08	97.42%
2	Rabale Tower 3	24.00	24.00	24.00	100.00%	24.00	24.00	24.00	100.00%	24.00	24.00	24.00	100.00%	24.00	24.00	24.00	100.00%
3	Rabale Tower 4	8.10	8.10	7.95	98.15%	8.10	8.10	7.95	98.15%	8.10	8.10	7.95	98.15%	8.10	8.10	7.55	93.21%
4	Rabale Tower 5	43.20	30.24	28.39	93.88%	43.20	30.24	28.39	93.88%	43.20	6.48	6.48	100.00%	-	-	-	-
5	Noida 01 Data Center	10.96	10.96	10.85	98.97%	10.96	10.96	10.85	98.97%	10.96	10.96	10.80	98.54%	10.96	10.96	10.80	98.54%
6	Noida 02 Data Center (Tower B)	25.92	4.32	2.26	52.31%	25.92	4.32	2.26	52.31%	-	-	-	-	-	-	-	-
7	Hyderabad	14.40	14.40	8.55	59.35%	14.40	14.40	8.55	59.35%	14.40	14.40	8.20	56.97%	14.40	14.40	7.99	55.45%
8	Airoli	4.05	4.05	3.10	76.47%	4.05	4.05	3.10	76.47%	4.05	4.05	2.97	73.43%	4.05	4.05	2.59	63.93%
9	Bangalore	4.82	4.82	2.60	53.94%	4.82	4.82	2.60	53.94%	4.82	4.82	2.32	48.13%	4.82	4.82	2.22	46.08%
10	Vashi	0.38	0.38	0.38	100.00%	0.38	0.38	0.38	100.00%	0.38	0.38	0.38	100.00%	0.38	0.38	0.26	69.86%
11	Chennai 01 Data Center	3.58	3.58	1.87	52.21%	3.58	3.58	1.87	52.21%	3.58	3.58	1.29	36.11%	3.21	1.58	0.59	37.34%
12	Chennai 02 Data Center (Tower B)	25.92	4.32	2.30	53.24%	25.92	-	-	-	-	-	-	-	-	-	-	-
13	Kolkata	1.08	1.08	0.03	2.41%	1.08	1.08	0.03	2.41%	1.08	1.08	0.01	1.16%	1.08	1.08	0.01	1.16%
Total		188.04	131.88	113.67		188.04	127.56	111.37		136.20	99.48	85.49		92.63	91.00	77.09	

Notes:

- (1) Built Capacity is the maximum IT load a data center is engineered to support, based on business requirements, space planning, and infrastructure feasibility. This has been calculated based on the present design specifications in the respective data centers, using total planned electrical load and design power density.
- (2) Installed Capacity is the portion of built capacity that is equipped, powered and commissioned for operation. This has been calculated based on the present equipment installed in the respective data centers.
- (3) Operational Capacity is the total IT power capacity that has been sold to customers during the year / periods for which revenue from operations is generated. This has been calculated based on contracted load or committed IT power sold to customers.
- (4) Capacity utilization is the operational capacity as a percentage of installed capacity.
- (5) The unit of measure is MW and is arrived at by multiplying the number of UPS units required to power the facility x their individual capacity.

Our Solutions

We offer a converged ecosystem of data center services, including colocation, build-to-suit, interconnection, and value-added services that enable clients to securely house their IT infrastructure in scalable and energy-efficient facilities, seamlessly connect with partners and cloud providers for data exchange, and optimize operations with tailored digital solutions that meet evolving demands. We also offer a range of incidental data center services, including “meet-me rooms” in many of our data centers, and a suite of asset set-up and regular maintenance services to our Hyperscaler and Enterprise clients.

The following is an overview of our principal solutions offerings.

Colocation

We are one of the leading providers of data center colocation solutions in India, in terms of built IT capacity, as of March 31, 2025, according to the ILLIUM and C&W Report. Colocation data centers refer to facilities where clients can rent space to house their servers and IT equipment. The facilities provide power, cooling, bandwidth, and physical security, while clients generally maintain control over their hardware.

We offer a wide range of colocation solutions at all of our data centers. This includes leasing space according to clients’ specifications from single-cabinet leasing to multi-megawatt capacity deployment and build-to-suit data centers.

To safeguard critical data and infrastructure of our clients, we have implemented 10 levels of security within our data centers, starting with perimeter security, physical frisking of entrants, closed-circuit television cameras and biometric access technology, providing comprehensive protection from gate to server.

Build-to-suit

We offer build-to-suit services to meet the needs of our clients. Build-to-suit refers to custom-built data center solutions designed specifically to meet the unique requirements of a client, including specifications for space, technology, and operational needs, ensuring optimal functionality and efficiency. As part of our build-to-suit services, we collaborate with our client to define requirements, design the facility, oversee construction, manage operations and ensure that the finished product aligns with the client’s operational needs and technological standards.

We leverage Sify Group’s over 25 years of experience in the data center industry in India to provide cost-effective and credible build-to-suit solutions to our clients, including by adhering to the applicable enterprise compliance standards, codes and safety standards, offering professional services to our clients.

Our build-to-suit offering extends to large Enterprise clients and clients in the public sector.

Interconnection

We offer interconnection services to our clients. Interconnection refers to the technologies and services that connect multiple data centers, enabling them to communicate and share data efficiently. This interconnection allows for enhanced scalability, redundancy, and improved disaster recovery capabilities. Interconnection provides several benefits, including increased bandwidth, improved data transfer speed, enhanced reliability and redundancy, simplified management of multi-cloud environments, and better disaster recovery options by allowing seamless data replication between data centers.

Our colocation offering facilitates interconnection by creating an environment in which Hyperscaler and Enterprise clients mutually benefit from colocating in our data centers. Enterprise clients have the opportunity to interconnect with our Hyperscaler clients, ensuring ultra-low latency for mission-critical applications; and equivalently, Hyperscaler clients can augment their offerings to their Enterprise clients through low-latency colocation.

In addition, all of our data centers are carrier-neutral, which ensures that our clients have the flexibility to connect to the network providers and cloud interconnects of their choice.

Moreover, our data centers are linked within an extensive hyperconnected ecosystem and provide connectivity with cloud service providers. We offer our clients the ability to connect from our data centers to more than 1 interconnection point that links to every availability zone of cloud service providers. Through this hyperconnected ecosystem our Enterprise clients can interconnect with our Hyperscaler clients, which ensures ultra-low latency for mission-critical applications.

Value-Added Services

Our value-added services include the deployment of inter-rack cabling, rack and stack of servers, customized, compliant security deployment and procurement of equipment for our client.

In addition, together with STL and SDSL, we offer a unified GTM strategy, through which we augment our colocation, build-to-suit, interconnection, and value-added services with complementary offerings from STL and SDSL, and advance a converged portfolio of services to our clients, in particular to our Enterprise clients, who benefit from the availability of

a comprehensive suite of services, including data centers, network, cloud, digital, and IT solutions, all under one roof. We are able to offer integrated end-to-end solutions that address the full spectrum of our clients' ICT requirements. We also capitalize on multiple cross-sell and upsell opportunities within the Sify Group, enhancing value for our clients and driving business growth.

Our Clients

As of June 30, 2025, we had a client base of over 500 clients, comprising a mix of Hyperscaler and Enterprise clients. As of June 30, 2025, our client base included 3 of the top 4 global Hyperscaler companies, based on cloud services revenue in the second quarter of calendar year 2024, operating in India, according to the 1Lattice and C&W Report. Our Enterprise client base includes large clients BFSI clients, as well as leading companies across sectors such as financial services, fintech, social media, manufacturing, retail, healthcare and pharma and media and communications. As of June 30, 2025, our operations served 7 of the top 10 Indian banks (based on Fiscal 2024 revenues), 4 of the top 10 Indian insurance companies (based on Fiscal 2024 revenues), a leading European payments company, as well as 2 of the top 5 social media companies globally (based on the number of smartphone handsets housing these applications as of the end of Fiscal 2025), according to the 1Lattice and C&W Report.

Pricing Models

We typically enter into service agreements with our clients, which broadly set out the framework relating to the services we offer, and separate work orders are executed thereunder in respect of individual engagements, along with the commercial terms in respect thereof. Our agreements with our clients are fixed-term contracts with options to extend or renew and typically contain fixed pricing rates for a period of time. Our agreements also typically provide for periodic price increases for the services and solutions we provide, which are linked to general inflation metrics and other factors.

In our contractual arrangements with clients, we also assume certain ancillary obligations in respect of the services being provided by us, such as the maintenance of insurance policies and support services. We also maintain a business continuity plan which prescribes standard operating procedures designed for effectively managing any incident that may disrupt our operations, ensuring that key services are resumed within agreed timelines, and reducing the impact of any disruptions in the services we offer to our clients.

Sales and Marketing

Our sales and marketing activities are centered around keeping existing and potential future clients informed of our capabilities and developments in the data center industry more generally. We organize site visits for company CEOs and CTOs to present and discuss our capabilities and answer any questions they may have. We also host discussion events and submit white papers for various industry forums.

Our dedicated sales and marketing staff work closely with members of our Senior Management to identify new client business opportunities, strengthen our long-standing relationships with existing clients and forge new partnerships with Hyperscaler and Enterprise clients.

In addition, we have a unified GTM strategy, through which we augment our colocation, build-to-suit, interconnection, and value-added services with complementary offerings from STL and SDSL, and advance a converged portfolio of services to our Enterprise clients. This strategy allows for effective cross-selling of services among us and STL and SDSL. For example, we are able to offer colocation or other data center services to clients who avail themselves of STL's network connectivity services or SDSL's digital IT tools and services, and vice versa. Our clients benefit from the availability of an integrated services offering when they partner with us, STL or SDSL.

Competition

We operate in an increasingly competitive industry in India. We face competition from large international players, who increasingly penetrate the Indian data center market, by leveraging on their global scale, brand strength and vast financial resources. In addition, we face competition from boutique, private-equity-backed players. According to the 1Lattice and C&W Report, several new private equity-backed platforms have recently entered or are entering the Indian data center market, signaling growing investor confidence and heightened interest in the sector's long-term potential.

For more details on our competition, see "*Risk Factors— 11. We operate in a highly competitive and dynamic environment and may not be able to compete successfully which could result in price reductions, reduced operating margins and loss of market share.*" on page 41.

Human Resources

The following table sets forth our employee headcount by function as of the dates indicated.

Particulars	As of June 30, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Business Services	19	15	12	7
Engineering	220	229	198	169
Corporate	30	19	16	17
Total	269	263	226	193

We attribute our growth to the strength and experience of our Directors, Key Managerial Personnel and members of Senior Management. For details of our Directors, Key Managerial Personnel and members of Senior Management, see “*Our Management*” on page 325.

Employee Recruitment and Retention

We follow a detailed process for recruitment of our employees which spans across various stages, such as recruitment requisition, recruitment criteria, advertising, receipt of applications and interviews, among others.

Further, we value our employees and acknowledge the contributions they make to the success of our Company. We recognize that our employees are critical to our success and have invested significant resources in our employee retention and development efforts. By investing in our employees’ growth, we foster a culture of learning, innovation, and career advancement, ensuring their long-term success and contributing to our organizational excellence. In this regard, we offer our employees a diverse range of training opportunities to enable them to acquire additional knowledge and skills relating to the data center industry. For example, our employees attend periodic training sessions tailored to their seniority and function in the Company. These sessions include knowledge development training sessions relating to data center technology and innovations provided through nationally-accredited educational institutions. In addition, our employees have the opportunity to acquire skills that are ancillary to their primary functions in our Company, such as security or cloud computing.

Engineering Services

We have in-house engineering expertise across facility operations, civil engineering, and project management to support our operations and our client base. Our engineering capabilities include construction-related engineering activities for data center development, IT and non-IT design engineering, engineering services relating to network connectivity and cooling infrastructure at our data centers and other engineering services incidental to our operations. As of June 30, 2025, we employed 220 staff in engineering roles spanning data center colocation engineering services, data center projects engineering services and data center structural engineering services.

Insurance

We maintain insurance policies that we believe are customary for companies operating in our industry. Our principal types of coverage, inter-alia, include commercial general liability, errors and omissions, crime, employment practices liability, directors and officers liability, fire and perils insurance, OPD insurance, group medi-claim insurance and asset insurance. We believe that our insurance coverage is of the type and in the amounts commensurate with the nature and scope of our operations. For risks relating to our insurance coverage, see “*Risk Factors— 36. We may be subject to risks when operating and maintaining our data centers, for which our insurance coverage might not be adequate. We are relying on insurance policies offered by third-party insurance providers to insure our operations for related risks. If our insurance coverage is insufficient for the needs of our business or our insurance providers are unable to meet their obligations to us in the event of a claim, we may not be able to mitigate the risks facing our business or damages incurred, which could affect our business, financial condition and results of operations.*” on page 56.

Cybersecurity

Our approach to cybersecurity is guided by our core tenets of confidentiality, integrity and availability, which are essential for maintaining the trust and confidence of various stakeholders. We maintain our ISO 27001 and ISO 20000 certifications for our Management of Information Security and IT Service Management. We adopted our Company’s Data Protection policy in April 2025, which establishes a framework for data protection within our Company’s operations in alignment with the requirements of ISO 27001 and the applicable data protection provisions of the Digital Personal Data Protection Act, 2023. Among other factors, our Data Protection Policy provides that our Company shall collect and process data with transparency and in accordance with applicable regulations, and that we shall implement various measures to ensure data security, including access controls, encryption measures, non-stop monitoring and periodic auditing, regular security assessments, data masking, backup and disaster recovery and vendor risk management.

In addition, we have implemented and frequently test our business continuity management plans to overcome disruptions across levels, lowering the effect of outages, including recovery sites. We employed cloud computing to bolster our data retrieval capabilities for essential infrastructure, such as critical servers, firewalls, core switches and other crucial components. We use a secure access service edge (“SASE”) framework to provide seamless network connectivity to our

clients. We have engaged external auditing firms to conduct SOC1 Type 2 and SOC2 Type 2 assessments annually on an enterprise level.

We proactively identify and manage cybersecurity risks through technical and organizational security measures such as firewalls, endpoint detection and response, backup and recovery solutions, access controls and vulnerability management. Our employees complete ongoing training on information security, data privacy and business continuity management. We align our Information Security Management Systems policies and procedures to global data privacy regulations for various geographies.

We believe that our approach on risk management strengthens operational competitiveness and encourages best practices to manage critical business processes while improving policies, processes and IT enablement.

Intellectual Property

Our success depends in part on our ability to protect our technology and intellectual property. As on the date of this Draft Red Herring Prospectus, our Company uses certain registered trademarks pursuant to the permitted user agreements executed with STL, each dated April 12, 2021. The details of such trademarks are set out in the following table.

S. No.	Particulars	Registered proprietor	Registration number	Class	Date of registration	Date of expiry
1.	'Sify'	STL	1055294	9	October 30, 2001	October 30, 2031
			1055295	16	October 30, 2001	October 30, 2031
			1715709	99	July 30, 2008	July 30, 2028
2.	'Sify DC Container'	STL	3346298	42	August 26, 2016	August 26, 2026
3.	'Keeping you ahead'	STL	1614613	99	October 24, 2007	October 24, 2027
4.	'Fortknox'	STL	1152041	9	November 20, 2002	November 20, 2032
			1152040	16	November 20, 2002	November 20, 2032

For further details, see “*History and Certain Corporate Matters - Business Transfer Agreement dated January 28, 2021 executed between our Company and STL*” and on page 321 and for risks associated with the intellectual property, “*Risk Factors—9. We are dependent on our Promoters, in particular STL. Any adverse change in our relationships with our Promoters, our business performance and operations could be materially adversely impacted.*” on page 40.

Corporate Social Responsibility

We are committed to our corporate social responsibility (“CSR”) initiatives. We believe in engaging in CSR initiatives to enhance value and promote social sustainability, sustainable development of the environment and social welfare of the people and society more at large. Our CSR programs focus on providing quality education, skill enhancement, environment, healthcare and sanitation. Over the period Fiscal 2023 to Fiscal 2025, our CSR activities have benefited various health services organizations, educational trusts and schools, charitable trusts and cultural trusts.

The following table sets forth our CSR expenses, by amount and as a percentage of profit, for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ in million, except percentages)			
CSR expenses	Nil	22.01	21.70	13.57
CSR expenses as a percentage of profit for the year	-	2.00%	2.00%	2.00%

Risk Management

Effective risk management is one of our focus areas. We have established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. We identify, analyze and evaluate macro and enterprise risk factors to help inform our risk mitigation plan. This process helps us address relevant risks, enables business continuity and allows us to strengthen areas where we can capture emerging opportunities. We identify business risks based on incident analysis and the environment in which the Company operates. Periodic assessment of the business risk environment is carried out to identify significant risks to the achievement of business objectives of the Company. Key risks are reported and evaluated at appropriate forums and levels within the Sify Group. The risk committee of the Company is responsible for assisting the audit committee with a full status of the risk assessment and management of the risks. The audit committee and the Board also obtain periodical updates on identified risks, depending upon the nature, quantum, and likely impact on the business. We also review our risk management systems periodically to reflect changes in market conditions and the Company’s activities.

Properties

Our Registered and Corporate Office is located at 2nd Floor, Tidel Park, 4, Rajiv Gandhi Salai, Taramani, Chennai - 600113, India, which is leased to us by STL.

Our 14 operational data center facilities are located on land that we lease through various entities, the details of which are set out in the following table.

Data Center	Address	Name of the lessor	Date of commencement	Period of lease/license
Airoli Data Center	4 th , 5 th , 6 th and 7 th floor, Plot no. 10, Reliable Plaza, Kalwa Block, TTC Industrial Area, Thane-Belapur Road, Airoli 400 706, Maharashtra, India	Reliable Spaces Private Limited ⁽¹⁾	April 1, 2022	Till August 31, 2037
Bengaluru Data Center – Tower 1	Unit No. A102, Cyber Park, Electronic City Phase I, Doddathogur, Begur Hobli, Bangalore (Rural) 560 100, Karnataka, India	Akshay Munjal	June 1, 2021	Seven years from the date of commencement of lease
	Unit No. A201, Cyber Park, Electronic City Phase I, Doddathogur, Begur Hobli, Bangalore (Rural) 560 100, Karnataka, India	Cyber Park Development and Construction Private Limited	April 1, 2023	Seven years from the date of commencement of lease
	3rd floor, Block A, Cyber Park, Electronic City Phase I, Doddathogur, Begur Hobli, Bangalore (Rural) 560 100, Karnataka, India	STL ⁽²⁾	December 8, 2021	Sixty six years from May 10, 2006
	Unit No. A501, Cyber Park, Electronic City Phase I, Doddathogur, Begur Hobli, Bangalore (Rural) 560 100, Karnataka, India	Anapothana Vema Trust	May 1, 2023	Seven years from the date of commencement of lease
Hyderabad Data Center	Sy. No. 115/1, Financial District, Nanakramguda Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad 500 032, Telangana, India	STL	January 1, 2023	Five years from the date of commencement of lease
Kolkata Data Center	Block C, DLF IT Park, Premise No. 8 – MAR, New Town, P.S. Rajarhat, North 24 Parganas 700 156, Kolkata, India	RDB Primarc Techno Park LLP ⁽³⁾	October 1, 2021	Nine years from the date of commencement of lease
Noida 01 Data Center	B-07, Sector 132, Noida, Gautam Budh Nagar, Noida 201 301, Uttar Pradesh, India	STL	February 1, 2021	10 years from the date of commencement of lease
Noida 02 Data Center	B-11, B-12 and B-13, Sector 132, Noida, Gautam Budh Nagar, Noida, 201 301, Uttar Pradesh, India	SKVR	April 1, 2025	10 years from the date of commencement of lease
Rabale – Tower 1	Plot No. R-847/1/2, T.T.C. Industrial Area, Thane Belapur Road, Rabale, Navi Mumbai, Thane 400 701, Maharashtra, India	STL ⁽⁴⁾	November 24, 2021	95 years from July 1, 2007
Rabale – Tower 2	Plot No. R-847/1/3, T.T.C. Industrial Area, Thane Belapur Road, Rabale, Navi Mumbai, Thane 400 701, Maharashtra, India	STL ⁽⁵⁾	November 24, 2021	95 years from July 1, 2007
Rabale – Tower 3	Plot No. R-846/2, T.T.C. Industrial Area, Thane Belapur Road, Rabale, Navi Mumbai, Thane 400 701, Maharashtra, India	STL ⁽⁶⁾	November 24, 2021	95 years from June 1, 1995
	R-846/3, T.T.C. Industrial Area, Thane Belapur Road, Rabale, Navi Mumbai, Thane 400 701, Maharashtra, India	STL ⁽⁷⁾	November 24, 2021	95 years from August 1, 2017
Rabale – Towers 4 & 5	Plot No. R-979, T.T.C. Industrial Area, Thane Belapur Road, Rabale, Navi Mumbai, Thane 400 701, Maharashtra, India	Maharashtra Industrial Development Corporation ⁽⁸⁾	- ⁽⁸⁾	- ⁽⁸⁾
	Plot No. R-847/2, T.T.C. Industrial Area, Thane Belapur Road, Rabale, Navi Mumbai, Thane 400 701, Maharashtra, India	Maharashtra Industrial Development Corporation ⁽⁹⁾	October 1, 2004	95 years from the date of commencement of lease
	Plot No. R-979/1, T.T.C. Industrial Area, Thane Belapur Road, Rabale, Navi Mumbai, Thane 400 701, Maharashtra, India	Maharashtra Industrial Development Corporation ⁽¹⁰⁾	-	March 22, 2027 ⁽¹⁰⁾
Chennai 01 Data Center	2 nd floor, TIDEL Park, No. 4 Rajiv Gandhi Salai, Taramani, Chennai 600 113, Tamil Nadu, India	STL	February 1, 2021	10 years from the date of commencement of lease
Chennai 02 Data Center	H-11/1A, SIPCOT Information Technology Park, Egattur, Tiruppurur, Chengalputtu, Siruseri 603	State Industries Promotion Corporation	December 13, 2022	99 years from April 24, 2017

Data Center	Address	Name of the lessor	Date of commencement	Period of lease/license
	103, Tamil Nadu, India	of Tamil Nadu Limited ⁽¹¹⁾		
Vashi Data Center	T-251, 5 th floor, Vashi Infotech Park, Vashi Railway Station Commercial Complex, Vashi, Navi Mumbai, Thane 400 703, Maharashtra, India	City & Industrial Development Corporation of Maharashtra Limited ⁽¹²⁾	July 17, 2007	60 years from the date of commencement of lease
	T-261, 6 th floor, Vashi Infotech Park, Vashi Railway Station Commercial Complex, Vashi, Navi Mumbai, Thane 400 703, Maharashtra, India	City & Industrial Development Corporation of Maharashtra Limited ⁽¹²⁾	July 17, 2007	60 years from the date of commencement of lease

- (1) Maharashtra Industrial Development Corporation has leased the premises to Reliable Spaces Private Limited, which has further transferred and assigned its leasehold rights to our Company pursuant to the deed of lease dated April 1, 2022.
- (2) Pursuant to the deed of assignment dated December 8, 2021, STL assigned leasehold and other rights held by them in the property to our Company.
- (3) The original lease deeds were executed with DLF Info City Developers (Kolkata) Limited. Subsequently, DLF Info City Developers (Kolkata) Limited transferred all rights, title and interest in the property to RDB Primarc Techno Park LLP, pursuant to the deeds of conveyance each dated November 29, 2024.
- (4) The property was originally assigned to STL for a lease period of 95 years, pursuant to the deed of assignment dated May 24, 2013. Subsequently, pursuant to the transfer of STL's data center business to our Company and execution of the deed of assignment dated November 24, 2021, STL transferred its residual leasehold rights to our Company for the balance lease period.
- (5) The property was originally assigned to STL for a lease period of 95 years, pursuant to the deed of assignment dated December 28, 2015. Subsequently, pursuant to the transfer of STL's data center business to our Company and execution of a deed of assignment dated November 24, 2021, STL transferred its residual leasehold rights to our Company for the balance lease period.
- (6) The property was originally assigned to STL for a lease period of 95 years, pursuant to the deed of assignment dated January 17, 2017. Subsequently, pursuant to the transfer of STL's data center business to our Company and execution of a deed of assignment dated November 24, 2021, STL transferred its residual leasehold rights to our Company for the balance lease period.
- (7) The property was leased to STL for a term of 95 years pursuant to lease deed dated September 30, 2020. Subsequently, pursuant to the transfer of STL's data center business to our Company and execution of a deed of assignment dated November 24, 2021, STL transferred its residual leasehold rights to our Company for the balance lease period.
- (8) Certain rights in the property were originally licensed by MIDC to Print House pursuant to an agreement to lease dated August 3, 2022, which have been subsequently transferred to our Company pursuant to the Print House Scheme. In terms of the original agreement to lease, our Company is required to comply with certain construction milestones within the specified timelines, such as obtaining a building completion certificate within two years from April 1, 2022 (the date of handing over possession of the plot), and completion of balance construction within the next ten years. Our Company will be entitled to grant of lease for a term of 95 years commencing from January 18, 2022, upon completion of factory building and works, and receipt of certification in this regard.
- (9) Print House was the original lessee of the property for a lease period of 95 years. Pursuant to the Print House Scheme, our Company acquired leasehold rights in the specified property.
- (10) Certain rights in the property were originally licensed by MIDC to STL pursuant to an agreement to lease dated February 10, 2025. Subsequently, these rights were transferred to our Company by STL, pursuant to the transfer of supplementary agreement to lease dated September 9, 2025. In terms of the MIDC consent to such assignment/transfer, our Company is required to complete the stipulated construction and obtain a building completion certificate prior to March 22, 2027, and upon such completion our Company will be entitled to grant of lease in the relevant plot.
- (11) Sify Data and Managed Services Limited was the original lessor of the property underlying our Chennai 02 Data Center for a lease period of 99 years, pursuant to the lease deed dated April 24, 2017. Subsequently, pursuant to the modified lease deed dated December 13, 2022, Sify Data and Managed Services Limited transferred its leasehold rights to our Company for the balance lease period.
- (12) STL was the original lessee in respect of the property underlying our Vashi Data Center. Subsequently, pursuant to the transfer of STL's data center business to our Company and execution of the deeds of rectification each dated September 2, 2022, our Company acquired leasehold rights in the said property.

Except for STL, one of our Promoters and SKVR, one of our Associates, none of the other lessors mentioned above are related parties of our Company.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statute, rules, regulations and policies in India which are applicable to our Company and our business operations in India. The information detailed in this section has been obtained from publications available in the public domain. The description of the regulations disclosed below may not be exhaustive, and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The information in this section is based on the current provisions of applicable laws in India that are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions.

Taxation statutes such as the Income-tax Act, 1961, the Customs Act 1962, the relevant goods and services tax legislation and relevant state legislations on professional tax apply to us as it does to any other Indian company. Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see "Government and Other Approvals" beginning on page 472.

Industry specific laws

The Information Technology Act, 2003 ("IT Act")

The IT Act was enacted with the purpose of providing legal recognition to transactions carried out by various means of electronic data exchange involving alternatives to paper-based methods of communication and storage of information. The IT Act also seeks to facilitate electronic filing of documents and create a mechanism for the authentication of electronic records through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. It provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

Under the Information Technology Act, 2000, we are subject to civil liability to compensate for causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by us due to negligence in implementing and/or maintaining reasonable security practices and procedures.

The IT Act and the Information Technology (Amendment) Act, 2008, which amends the IT Act, facilitate electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability under specified circumstances, and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorized manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto.

Pursuant to a notification dated November 24, 2021, issued by Ministry of Electronics and Information Technology, the Central Government appointed the Group Co-ordinator (Cyber Law) as the Designated Officer for purposes of the Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009.

The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rules")

The Department of Information Technology, Ministry of Electronics and Information Technology, Government of India ("DoIT") notified the IT Security Rules which prescribe directions for the disclosure, collection, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, and publish such policy on its website; containing managerial, technical, operational and physical security control measures commensurate with the information assets being protected based on the nature of business, for handling and dealing with personal information, including sensitive personal data and ensuring security of all personal data collected by it. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 (“IT Intermediaries Rules”)

The DoIT notified the IT Intermediaries Rules under the IT Act, 2000, in supersession of the Information Technology (Intermediary Guidelines) Rules, 2011, except with respect to things done or omitted to be done prior to the supersession, requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediaries Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries. The IT Intermediary Rules also make it mandatory for an intermediary to publish its privacy policy, rules, and regulations on its website, to inform their users, at least once a year, in case of a non-compliance and to establish a grievance redressal mechanism.

The IT Intermediaries Rules requires certain due diligence conduct by intermediaries including specific information requirements to users related to the rules and regulations, privacy policy, and user agreement of the intermediaries, due diligence by significant social media intermediaries including the appointment of a chief compliance officer to ensure compliance with the IT Act, observance of code of ethics by digital media publishers, provision for a grievance redressal mechanism by intermediaries, and grants authorized officers authority to examine content and issue directions to block content in case of an emergency. These IT Intermediaries Rules were amended by the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 and further amended by the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Amendment Rules, 2023. The amendments expand the scope of existing obligations of intermediaries, impose new obligations on them and provide for a grievance appellate mechanism. Further, on March 15, 2024, an advisory on due diligence by intermediaries and platforms was announced under the IT Act and the IT Intermediaries Rules instructing intermediaries and platforms to make available under-tested or unreliable artificial intelligence (“AI”) foundational models, large language models, Generative AI, software, or algorithms to users in India only after accurately labelling the generated output. Additionally, they must label all artificially generated media and text with unique identifiers or metadata to facilitate easy identification.

The Digital Personal Data Protection Act, 2023 (“DPDPA 2023”)

The DPDPA 2023 provides for collection and processing of digital personal data by companies collecting data in digital form or in non-digital form which is digitised subsequently. DPDPA 2023 is also applicable to processing of digital personal data outside the territory of India, if such processing is in connection with any activity related to offering of goods or services to data principals within the territory of India. DPDPA 2023 stipulates obligations in relation to collection, recording, organisation, structuring, storage, adaptation, retrieval, use, alignment or combination, indexing, sharing, disclosure by transmission, dissemination or otherwise making available, restriction, erasure or destruction of personal data and appointment of a data protection officer for grievance redressal. In addition, significant data fiduciaries, as defined in DPDPA 2023 are required to appoint an independent data auditor who will evaluate their compliance with DPDPA 2023.

The Ministry of Electronics and Information Technology (“MEITY”) on January 3, 2025, released the draft Digital Personal Data Protection Rules, 2025 (“draft DPDP Rules”) which seek to operationalise DPDPA 2023. As per these rules the data fiduciaries must provide clear and accessible information about how personal data is processed, enabling informed consent. The draft DPDP Rules also address the restrictions and handling of data, reporting of personal data breaches and cross-border data transfers among other specifications.

Revised Guidelines for Other Service Providers, 2021 (“Revised OSP Guidelines”)

The Department of Telecommunications, vide guidelines issued on June 23, 2021 bearing reference number No. 18-8/2020-CS-I(Pt.), has issued the revised guidelines for other service providers in India which provide voice-based business processing outsourcing services (“OSPs”). The Revised OSP Guidelines provide for general and specific guidelines to be followed by OSPs and security conditions to be adhered to in its operation. An Indian company registered under the Companies Act, 2013 providing voice-based business process outsourcing services to their customers may be registered as an OSP. The Revised OSP Guidelines provide for self-regulation of operations with certain records and logs required to be maintained and to be submitted periodically to the Department of Telecommunication on request.

Draft India Data Accessibility and Use Policy, 2022

The Draft India Data Accessibility and Use Policy (“Data Policy”) was introduced by the MEITY on February 21, 2022. The Data Policy aims to enhance access, quality, and use of non-personal data, in line with the current and emerging technology needs of the decade. The primary objectives of the policy include, among others: (i) maximising access to and use of quality non personal data available with public sector; (ii) enhancing the efficiency of service delivery; (iii) promoting data interoperability and integration to enhance data quality and usability; (iv) protecting privacy and security of all citizens; (v) building digital and data capacity, knowledge and competency of government officials; (vi) increasing the availability of datasets of national importance; and (vii) streamlining inter-government data sharing while maintaining privacy, etc. The Data Policy also proposes that a India Data Office shall be set up by MEITY with an objective to inter alia, streamline and consolidate data access.

Information Technology (The Indian Computer Emergency Response Team and Manner of Performing Functions and Duties) Rules, 2013 (“CERT-In Rules” or “Rules”)

The Indian Computer Emergency Response Team (“**CERT-In**”) was established by the Government of India under Section 70B of the IT Act and was officially appointed on October 27, 2009. Further, the CERT-In Rules were established under Section 70B(5) of the IT Act and officially notified on January 16, 2014. CERT-In serves as the national agency for cybersecurity incident response, playing a crucial role in monitoring, preventing, and responding to cybersecurity incidents across India. To regulate its functioning and ensure a structured approach to cybersecurity, the Government of India notified the CERT-In Rules on January 16, 2014. These Rules define CERT-In’s roles, responsibilities and authority, outlining its interactions with stakeholders such as government organizations, service providers, intermediaries, data centres, and corporate entities. CERT-In is responsible for collecting, analysing and disseminating information on cyber incidents, issuing guidelines and advisories, and coordinating response measures to mitigate cybersecurity threats. The Rules empower CERT-In to call for information and issue binding directions to organizations in the event of cybersecurity incidents. Additionally, entities are required to report cyber incidents to CERT-In and implement cybersecurity best practices. Non-compliance with these directives may result in penalties under Section 70B(7) of the IT Act, 2000, including imprisonment of up to one year, a fine of up to ₹ 1 lakh, or both.

Cyber Security Directions, 2022

The Cyber Security Directions dated April 28, 2022, issued by the CERT-In, Ministry of Electronics and Information Technology, mandate entities to report cyber incidents within six hours of noticing them. These directions mandate mandatory reporting of cyber incidents such as data breaches, ransomware attacks, and system compromises within six hours of detection. Organizations must also enable and retain Information and Communication Technology (“**ICT**”) system logs for 180 days within Indian jurisdiction and provide them to CERT-In upon request. To maintain accurate cybersecurity event tracking, all ICT systems must be synchronized with the Network Time Protocol servers of the National Informatics Centre or National Physical Laboratory. Additionally, data centres, cloud service providers, VPS providers, and VPN providers are required to register and maintain customer records, including validated names, IP addresses, and contact details, for at least five years. Failure to comply with these directions may result in penalties under Section 70B(7) of the IT Act, 2000, including fines and imprisonment.

Draft Data Centre Policy, 2020

The Ministry of Electronics and Information Technology (“**MeitY**”), in November 2020, released the draft Data Centre Policy (“**the Policy**”) for development of Data Centres infrastructure within India, driven by the growing need for data localization and digital infrastructure in India. The policy lays forth plans for the Data Centre Sector’s (“**DCS**”) advancement. It suggests giving DCS an ‘Infrastructure Status’ so that it can access long-term credit from lenders on favorable terms. It recommends the Data Centre Incentivization Scheme (“**DCIS**”), which outlines both non-fiscal and fiscal incentives for DCS, among other things. Additionally, it suggests creating designated areas known as secure data zones areas, called “Data Centre Parks” to meet the high demands of networking, storage, and a variety of data-related services, along with the necessary infrastructure, such as water and electricity. The Policy proposes the establishment of Data Centre Economic Zones comprising Hyper-scale Data Centres, Cloud Service Providers, IT companies, R&D units, etc. It outlines an institutional framework for governance wherein it proposes setting up an Inter-Ministerial Empowered Committee (“**IMEC**”), a decision-making body in the DCS, Data Centre Facilitation Unit under IMEC to oversee the implementation of various measures and initiatives and a Data Centre Industry Council to act as an interface between DCS and the Government.

E-Waste (Management) Rules, 2022

The E-Waste (Management) Rules, 2022 (“**EWM Rules**”), notified by the Ministry of Environment, Forest and Climate Change on November 2, 2022, came into effect on April 1, 2023, replacing the E-Waste (Management) Rules, 2016. These rules introduce a revised Extended Producer Responsibility (“**EPR**”) framework, making producers responsible for ensuring the environmentally sound management of e-waste through collection targets, authorized recyclers, and an online EPR portal. The scope of regulated electronic and electrical equipment (“**EEE**”) has been expanded to over 100 product categories. The rules also mandate producers, manufacturers, refurbishers, and recyclers to register on the centralized EPR Portal, which will monitor compliance and facilitate e-waste tracking. Under the EPR framework, obligated entities must ensure that e-waste is collected and processed through authorized dismantlers and recyclers while meeting annual collection and recycling targets. The EWM Rules prohibit disposal in landfills and incineration, emphasizing the need for scientific recycling and recovery of valuable materials. Additionally, producers are permitted to meet their EPR obligations through market-based mechanisms, such as purchasing EPR certificates from recyclers.

Environmental Laws

The Environment (Protection) Act, 1986 (“EPA”) read with Environment Protection Rules, 1986 (“EP Rules”) and the Environmental Impact Assessment Notification, 2006 (“EIA Notification”)

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

Further, the EP Rules specifies, inter alia, the standards for emission or discharge of environmental pollutants, prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the relevant state pollution control boards. Under the Water Act, any individual, industry or institution discharging industrial or domestic waste into water must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant.

Laws relating to Taxation

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

1. Income-tax Act 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
2. Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-wise legislations made thereunder;
3. The Integrated Goods and Service Tax Act, 2017 and rules thereof;
4. Professional tax-related state-wise legislations; and
5. Indian Stamp Act, 1899 and various state-wise legislations made thereunder.

Intellectual Property Laws

The Trade Marks Act, 1999 (“Trademarks Act”)

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying for trademarks.

The Patents Act, 1970 (“Patents Act”)

The Patents Act provides for the application and registration of new inventions of products or processes that meet the criteria of novelty, inventive step and industrial applicability for granting exclusive rights to the holder of such a patent to exclude others from making, using, selling, or distributing the invention without consent and obtaining relief in case of

infringement. Under the Patents Act, the registration is granted for a fixed period of twenty years from the filing date of the application and after the expiry of the term of the patent, it becomes available in the public domain allowing its use without having to pay any fee / royalty to the inventor of the product or process.

Labour Law Legislations

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the employees 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 records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In addition to the local shops and establishments legislations, the employment of employees, depending on the nature of activity, is regulated by a wide variety of generally applicable employment laws. The various employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the employees' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, including but not limited to the following:

1. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
2. The Employee's Compensation Act, 1923;
3. The Employees' State Insurance Act, 1948;
4. The Equal Remuneration Act, 1976;
5. The Maternity Benefit Act, 1961;
6. The Payment of Bonus Act, 1965;
7. The Payment of Gratuity Act, 1972;
8. The Child Labour (Prohibition and Regulation) Act, 1986;
9. The Right of Persons with Disabilities Act, 2016;
10. The Workmen's Compensation Act, 1923;
11. The Labour Welfare Fund Act, 1965;
12. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
13. The Apprentices Act, 1961.

In order to rationalize and reform labour laws in India, the Government of India enacted The Code on Social Security, 2020 ("**Code**") which received the assent of the President of India on September 28, 2020. The Code was initially proposed to come into effect on April 1, 2021; however, its implementation has been delayed, and only specific provisions related to the Employees' Provident Funds and Employees' Pension Scheme have been notified as of May 2023. It proposes to subsume several separate 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 (Regulation of Employment and Condition of Service) Act, 1996.

Other than few provisions of the Code on Social Security which were notified in 2023, comprehensive implementation of the Code is still pending, with further notifications awaited from the government.

Foreign Investment and Trade Regulations

Foreign Exchange Laws

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 ("**FEMA**") along with the rules, regulations and notifications made by the Reserve Bank of India ("**RBI**") thereunder, and the consolidated Foreign Direct Investment ("**FDI**") Policy ("**Consolidated FDI Policy**") (effective from October 15, 2020) issued by the Department of Industrial Policy and Promotion ("**DIPP**"), Ministry of Commerce and Industry, Government of India from

time to time. The Consolidated FDI Policy consolidates all the press notes, press releases, and clarifications on FDI issued by DIPP. Further, the RBI has enacted the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**FEMA Rules**”) and the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. Requirements under these laws currently include restrictions on pricing, issue transfer, valuation of shares and sources of funding for such investments, and may, in certain cases, require prior notice for approval of the Government of India. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route. Under the Consolidated FDI Policy, foreign direct investment is permitted up to 100% on the automatic route, in sectors which are not specifically listed or prohibited in the Policy (including the information technology sector), subject to applicable laws or regulations, security and other conditionalities. Accordingly, the Consolidated FDI Policy permits our Company 100% FDI under the automatic route. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, all investments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy.

Foreign Exchange Management (Overseas Investment) Rules, 2022 (“ODI Rules”)

The RBI, with an aim to operationalise a new overseas investment regime, has introduced the ODI Rules and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 (“**ODI Regulations**”), vide Notification No. G.S.R. 646(E) and Notification No. FEMA 400/2022-RB dated August 22, 2022 respectively. Further, the Foreign Exchange Management (Overseas Investment) Directions, 2022 (“**ODI Directions**”) were introduced to be read with the ODI Rules and the ODI Regulations. The new regime simplifies the framework to cover wider economic activity and thereby, significantly reducing the need for specific approvals. Investment may be made by an Indian entity only in a foreign entity engaged in activities permissible under the law in force in India and the host jurisdiction. Any manner of Overseas Direct Investment (“**ODI**”) by an Indian entity shall be made as prescribed in the ODI Rules, namely: (i) subscription as part of MoA or purchase of equity capital, (ii) acquisition through bidding or tender procedure, (iii) acquisition of equity capital by way of rights issue or allotment of bonus shares, (iv) capitalisation of any amount due from the foreign entity subject to applicable conditions, (v) swap of securities, and (vi) merger, demerger, amalgamation or any scheme of arrangement.

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

The FTA read along with the Foreign Trade (Regulation) Rules, 1993, seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number (“**IEC**”) granted by the Director General of Foreign Trade, Ministry of Commerce (“**DGFT**”). Every Indian entity engaged in any activity involving import or export is required to obtain an IEC unless specifically exempted from doing so. The IEC granted to any person may be suspended or cancelled inter alia in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA. Failure to mention the IEC number attracts a penalty of not less than ₹ 10,000 and not more than five times the value of the goods or services or technology in respect of which any contravention is made or is attempted to be made.

Other Applicable Laws

In addition to the above, our Company is required to comply with the provisions of the Indian Contract Act, 1872, Companies Act, Transfer of Property Act, 1882, The Competition Act, 2002, Prevention of Corruption Act, 1988, SEBI Listing Regulations, RBI guidelines, Insolvency and Bankruptcy Code, 2016 (“**IBC**”), Consumer Protection Act, 2019, employment laws and other applicable laws and regulations imposed by the central and state governments and other authorities for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as ‘Sify Infinit Spaces Limited’ as a public limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated November 20, 2017 issued by the Registrar of Companies, Central Registration Centre at Manesar.

Changes in the registered office

The Registered Office of our Company is currently situated at 2nd Floor, TIDEL Park No 4, Rajiv Gandhi Salai, Taramani, Chennai, Tamil Nadu, India, 600113. There has been no change in the registered office of our Company since incorporation.

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

1. *“To build and operate data centres in the geography of India and Rest of the World and provide Operation and Management Services of all kinds in the field of Data Centre business (both active and passive), colocation services, data centre management services, data center design and operations, and related services like managed hosting services, managed IT infrastructure services, virtualisation services, cloud services, data centre management services, either by itself or in alliance with any other Person/Body/Bodies Corporate incorporated in India or abroad either under a strategic alliance or Joint Venture or any other arrangement.”*
2. *“To engage in the business of providing data storage and data protection solutions including buying, selling or reselling, marketing, processing, engineering, designing, developing, stocking, storing, planning, converting, innovating, inventing, exchanging, installing, altering, improving, marketing, distributing, integrating and otherwise dealing in all types of computer hardware and software pertaining to data storage, data protection, data safety, data management, enterprise storage, storage consolidation, disaster recovery, business continuity, email solution, data back-up, data archiving, data mining, storage area networks, network attached storage, content addressable storage, information life cycle management and all related and additional data storage and data protection devices, either through itself or in partnership with qualified vendors or service providers.”*
3. *“To attract relevant trained manpower for both IT and nonIT services to operate and maintain such Data Centers to the highest standards globally.”*
4. *“To ensure all operations are in line with the country’s regulatory demands and within the ambit of the law.”*
5. *“To carry on the business of data processing, word processing, software consultancy, system studies, management consultancy, techno-economic feasibility studies of projects, design and development of management information systems, share / debenture issues management and / or registration and share/debenture transfer agency.”*
6. *“To provide security products for customers, carry on the business of consulting, build and maintain integrated platform(s) for the e-commerce solutions, applications, information technology solutions, security and all other kinds of technology solutions or services, and to acquire, build, maintain, operate, manage and undertake technology and infrastructure for this purpose.”*
7. *“To develop, service & sell / lease data through direct or electronic media, service, buy / sell computers, software, security tokens, peripherals and related products and to provide marketing services through direct as well as electronic media or in any other form.”*
8. *“To undertake the designing and development of systems and applications software either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for or on behalf of manufacturers, owners and users of computer systems and digital / electronic equipment's in India or elsewhere in the world.”*
9. *“To develop and provide IT Infrastructure based services and to deal in trading, selling or leasing of hardware, software, licence, related peripherals and products.”*
10. *“To undertake and execute feasibility studies for computerisation, setting up of all kind of computer systems and digital/electronic equipment's and the selection, acquisition and installation thereof whether for the company or its customers or other users; enabling or setting up or online process for customers for conducting its business.”*
11. *“To conduct, sponsor or otherwise participate in training programmes, courses, seminar conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study / course materials, circulars and news-letters; and to undertake the business as agents, stockist, distributors, franchise holders or*

otherwise for trading or dealing in computer systems, peripherals, accessories, parts and computer consumables and other allied products and things and standard software packages.”

12. “To conduct e-commerce for sale of all kinds of products and services through direct or electronic media as well as on and off line e-commerce including travel related services, buying and selling of products and services / merchandise, software, data information etc., in India and abroad.”

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

Amendments to our Memorandum of Association since incorporation

The following table sets forth details of the amendments to our Memorandum of Association since incorporation:

Date of Shareholders' resolution/Effective date	Details of amendment
January 29, 2021	Clause V of the MoA was altered to reflect the increase in authorized share capital of the Company from ₹ 250,000,000 divided into 5,000,000 equity shares of face value of ₹10 each and 20,000,000 preference shares of face value of ₹10 each, to ₹5,500,000,000 divided into 530,000,000 equity shares of face value of ₹ 10 each and 20,000,000 preference shares of face value of ₹10 each.
August 16, 2021	Clause V of the MoA was altered to reflect the increase in authorized share capital of the Company from ₹5,500,000,000 divided into 530,000,000 equity shares of face value of ₹10 each and 20,000,000 preference shares of face value of ₹10 each, to ₹7,500,000,000 divided into 530,000,000 equity shares of face value of ₹10 each and 220,000,000 preference shares of face value of ₹10 each.
February 1, 2022	Clause V of the MoA was altered to reflect the increase in authorized share capital of the Company from ₹7,500,000,000 divided into 530,000,000 equity shares of face value of ₹10 each and 220,000,000 preference shares of face value of ₹10 each, to ₹8,500,000,000 divided into 630,000,000 equity shares of face value of ₹10 each and 220,000,000 preference shares of face value of ₹10 each.
March 9, 2022	Clause V of the MoA was altered to reflect the increase in authorized share capital of the Company from ₹8,500,000,000 divided into 630,000,000 equity shares of face value of ₹10 each and 220,000,000 preference shares of face value of ₹10 each, to ₹10,000,000,000 divided into 780,000,000 equity shares of face value of ₹10 each and 220,000,000 preference shares of face value of ₹10 each.
July 25, 2023	Clause V of the MoA was altered to reflect the reclassification of the existing authorized share capital of the Company from ₹10,000,000,000 divided into 780,000,000 equity shares of face value of ₹10 each and 220,000,000 preference shares of face value of ₹10 each, to ₹10,000,000,000 divided into (i) 780,000,000 equity shares of face value of ₹10 each; (ii) 170,000,000 preference shares of face value of ₹10 each; and (iii) 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each.
July 30, 2023*	Clause V of the MoA was altered to reflect the increase in authorized share capital of the Company from ₹10,000,000,000 divided into (i) 780,000,000 equity shares of face value of ₹10 each; (ii) 170,000,000 preference shares of face value of ₹10 each; and (iii) 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each, to ₹10,700,000,000 divided into (i) 800,000,000 equity shares of face value of ₹10 each; (ii) 220,000,000 preference shares of face value of ₹10 each; and (iii) 50,000,000 million cumulative non-convertible redeemable preference shares of ₹10 each.
February 5, 2025**	Clause V of the MoA was altered to reflect the increase in authorized share capital of the Company from ₹10,700,000,000 divided into (i) 800,000,000 equity shares of face value of ₹10 each; (ii) 170,000,000 preference shares of face value of ₹10 each; and (iii) 50,000,000 cumulative non-convertible redeemable preference shares of ₹10 each, to ₹10,702,500,000 divided into 800,250,000 equity shares of face value of ₹10 each and 270,000,000 preference shares of face value of ₹10 each.
September 26, 2025	<p>Clause III(A) was amended to add the following objects as sub-clauses (1) to (5) and the existing sub-clauses were accordingly renumbered:</p> <ol style="list-style-type: none"> 1. “To build and operate data centres in the geography of India and Rest of the World and provide Operation and Management Services of all kinds in the field of Data Centre business (both active and passive), colocation services, data centre management services, data center design and operations, and related services like managed hosting services, managed IT infrastructure services, virtualisation services, cloud services, data centre management services, either by itself or in alliance with any other Person/Body/Bodies Corporate incorporated in India or abroad either under a strategic alliance or Joint Venture or any other arrangement. 2. To engage in the business of providing data storage and data protection solutions including buying, selling or reselling, marketing, processing, engineering, designing, developing, stocking, storing, planning, converting, innovating, inventing, exchanging, installing, altering, improving, marketing, distributing, integrating and otherwise dealing in all types of computer hardware and software pertaining to data storage, data protection, data safety, data management, enterprise storage, storage consolidation, disaster recovery, business continuity, email solution, data backup, data archiving, data mining, storage area networks, network attached storage, content addressable storage, information life cycle management and all related and additional data storage and data protection devices, either through itself or in partnership with qualified vendors or service providers.

Date of Shareholders' resolution/Effective date	Details of amendment
	<p>3. To attract relevant trained manpower for both IT and non IT services to operate and maintain such Data Centers to the highest standards globally.</p> <p>4. To ensure all operations are in line with the country's regulatory demands and within the ambit of the law.</p> <p>5. To carry on the business of data processing, word processing, software consultancy, system studies, management consultancy, techno-economic feasibility studies of projects, design and development of management information systems, share / debenture issues management and / or registration and share/debenture transfer agency.”</p>
	<p>Clause V of the MoA was altered to reflect the increase in authorized share capital of the Company from ₹10,702,500,000 divided into 800,250,000 equity shares of face value of ₹10 each and 270,000,000 preference shares of face value of ₹10 each, to ₹12,700,000,000 divided into 1,000,000,000 equity shares of ₹ 10 each and 270,000,000 preference shares of ₹10 each.</p>

* Pursuant to order of the National Company Law Tribunal, Division Bench II, Chennai dated July 10, 2023, approving the Print House Scheme.

** Pursuant to the order of the National Company Law Tribunal, Division Bench I, Chennai dated January 9, 2025 approving the Patel Auto Scheme.

Key awards, accreditations, and recognition

The table below sets forth some of the awards and accreditations received by our Company:

Calendar Year	Particulars
2024	Our Company obtained 'Precertified Platinum' certification for our Chennai 02 Data Center by Indian Green Building Council.

Major events and milestones

The table below sets forth some of the major events in the history of our Company. For details, also see “Our Business” beginning on page 276:

Calendar Year	Details*
2000	Established India's first commercial data center at Vashi in Maharashtra through our Holding Company (<i>Source: ILattice and C&W Report</i>).
2008	Established our first cloud data center at Airoli in Maharashtra, through our Holding Company. Established our 3.58 MW data center at TIDEL Park in Chennai, Tamil Nadu, through our Holding Company.
2011	Established our 4.82 MW purpose-built data center at Electronic City in Bengaluru, Karnataka, through our Holding Company.
2013	Commenced operations at our hyperscale data center campus at Rabale in Maharashtra, through our Holding Company.
2015	Established our 10.96 MW hyperscale data center at Noida in Uttar Pradesh, through our Holding Company.
2017	Incorporation of our Company.
2021	Commenced operations at our 1.08 MW cloud data center in Kolkata, West Bengal. Acquired our Holding Company's data center business pursuant to a business transfer agreement dated January 28, 2021.
2022	Commenced operations at our 14.40 MW hyperscale data center at Financial District in Hyderabad, Telangana.
2024	First in India to obtain NVIDIA-certified DGX-Ready status for air and liquid cooling (<i>Source: ILattice and C&W Report</i>).
2025	Commenced operations at our AI-ready hyperscale data center campus at Noida in Uttar Pradesh. Commenced operations at our AI-ready hyperscale data center campus at Siruseri in Tamil Nadu.

* Includes IT power capacity of certain data centers indicated in 'MW'.

Significant financial and/or strategic partners

Our Company does not have any significant financial and/or strategic partners as on the date of this Draft Red Herring Prospectus.

Time and cost overruns

As on the date of this Draft Red Herring Prospectus, our Company has not experienced any time or cost overruns in respect of setting up data centers.

Defaults or rescheduling, restructuring of borrowings with financial institutions or banks

As on the date of this Draft Red Herring Prospectus, there are no instances of defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks.

Launch of key products or services, entry in new geographies or exit from existing market, capacity/facility creation or location of plants

For details of key products or services launched by our Company, entry in new geographies or exit from existing markets, capacity/facility creation, location of our manufacturing facilities, see “*Our Business*” and “- *Major events and milestones*” beginning on pages 276 and 316, respectively.

Our Holding Company

As on the date of this Draft Red Herring Prospectus, our Company has one Holding Company, namely STL, the details of which are as follows:

Sify Technologies Limited

Corporate Information

Our Holding Company was originally incorporated as ‘Satyam Infoway Private Limited’ on December 12, 1995, under the Companies Act, 1956, as a private limited company, pursuant to a certificate of incorporation dated December 12, 1995, issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. Effective August 31, 1997, our Holding Company was converted to a public limited company under Section 43A of the Companies Act, 1956 and accordingly, its name was changed to Satyam Infoway Limited. Subsequently, the name of our Holding Company was changed to Sify Limited, pursuant to a certificate of incorporation dated January 6, 2003, issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. On May 2, 2003, the registered office of our Holding Company shifted from Andhra Pradesh to Tamil Nadu, pursuant to order dated April 1, 2003 issued by the Company Law Board, Southern Region Bench, Chennai. As on the date of the Draft Red Herring Prospectus, the name of our Holding Company is Sify Technologies Limited, pursuant to the certificate of incorporation dated October 8, 2007 issued by the Registrar of Companies, Tamil Nadu at Chennai. Pursuant to the initial public offering of ‘American Depositary Shares’ (“**ADS**”) in the United States undertaken by STL, STL was ADS-listed on the ‘NASDAQ Global Market’ on October 19, 1999

The corporate identification number of STL is U72200TN1995PLC050809, and its registered office as on the date of this Draft Red Herring Prospectus is situated at TIDEL Park, 2nd Floor, No. 4, Canal Bank Road, Taramani, Chennai - 600113, Tamil Nadu, India.

Nature of Business

STL is engaged in the business of providing network services and offers advanced connectivity solutions such as internet services, leases line services and wide area network solutions.

Capital Structure

The authorised capital of STL is ₹10,000,000,000 divided into 750,000,000 equity shares of face value of ₹10 each and 250,000,000 preference shares of face value of ₹10 each. The issued, subscribed and paid-up capital of STL is ₹ 4,345,249,730 divided into 434,524,973 equity shares of face value of ₹10 each. STL does not have any outstanding preference shares.

Shareholding Pattern

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total equity shareholding (%)
RCICPL	295,455,000	67.99
JP Morgan Chase Bank, NA**	70,397,710	16.20
RVIPL	34,343,689	7.90
Infinity Capital Ventures, LP, USA**	32,861,355	7.56
Vegesna Family Trust**	1,466,558	0.34
Investor Education Protection Fund Authority, Ministry of Corporate Affairs, Government of India	376	Negligible
B Rama Raju	100	Negligible
B Ramalinga Raju	100	Negligible
R Ramaraj	50	Negligible
Ajit N. Gautam	7	Negligible
K N Srinivasan	7	Negligible
V Ramasubramaniam	3	Negligible
Abha Appasamy	2	Negligible
V Ramanujan	2	Negligible
Suresh Raman	2	Negligible
R Hari Hara Moorthy	1	Negligible
K V Kasturi	1	Negligible
V Gangadharan	1	Negligible

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total equity shareholding (%)
Ganesh Sankararaman	1	Negligible
D Sriram	1	Negligible
Athmanandha Perumal	1	Negligible
M K J Mathana Krishnan	1	Negligible
M Chetan Jain	1	Negligible
R Srinivasaraghavan	1	Negligible
M Aravind	1	Negligible
S Mohan	1	Negligible
Karthik Narayanadoss	1	Negligible
Total	434,524,973	100.00

Note: Represents shareholding of STL, as on October 16, 2025

**Represents American Depositary Shares held by JP Morgan Chase Bank, NA, as ADR Depositary Holder of STL on behalf of the respective ADS holders.

Our Associate Companies

As on the date of this Draft Red Herring Prospectus, our Company has four Associate Companies, namely,

1. SKVR Software Solution Private Limited;
2. Tasoula Energy Private Limited*;
3. Sarayu CleanGen Private Limited*;
4. VEH Srishti Energy Private Limited*.

*Tasoula Energy Private Limited, Sarayu CleanGen Private Limited and VEH Sristi Energy Private Limited are considered as associate companies, under the Companies Act, 2013. These entities are not considered as associate companies for the purpose of consolidation in our Restated Consolidated Financial Information, in terms of the applicable accounting standards.

The details of our Associate Companies, as on the date of this Draft Red Herring Prospectus, are set out below:

SKVR Software Solution Private Limited (“SKVR”)

Corporate Information

SKVR was incorporated as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 11, 2005, issued by the Registrar of Companies, Delhi and Haryana at Delhi. Its corporate identification number is U70100DL2005PTC131993, and its registered office is situated at No. 258, Okhla Industrial Estate, Phase - III, Okhla Industrial Estate, New Delhi, India, 110020.

Nature of Business

SKVR is engaged in the business of providing systems and applications software for both Indian and export markets, remote processing services, information technology enabled services.

Capital Structure

The authorized share capital of SKVR is ₹3,000,000,000 divided into 10,000 equity shares of face value of ₹10 each and 299,990,000 preference shares of ₹10 each. The issued, subscribed and paid-up capital of SKVR is ₹ 2,750,100,000 divided into 10,000 equity shares of face value of ₹10 each and 275,000,000 preference shares of face value of ₹10 each.

Shareholding Pattern

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total equity shareholding (%)	Number of preference shares of face value of ₹10 each	Percentage of the total preference shareholding (%)
STL	5,100	51.00	-	-
Sify Infnit Spaces Limited	4,900	49.00	275,000,000	100.00
Total	10,000	100.00	275,000,000	100.00

Tasoula Energy Private Limited (“Tasoula”)

Our Company acquired 7,031,250 equity shares of face value of ₹10 each aggregating to 38.87% shareholding in Tasoula, pursuant to the assignment agreement dated March 20, 2023 executed between our Company and STL, with effect from October 27, 2022. The equity shares acquired and held by our Company in Tasoula are held by us in our capacity as a ‘captive consumer’ under the group captive model of power purchase, in terms of the Electricity Act, 2003, as amended, and any rules, regulations and order framed or issued thereunder.

Corporate Information

Tasoula was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated June 18, 2020, issued by the Registrar of Companies, Telangana at Hyderabad. Its corporate identification number is U40300TG2020FTC140936, and its registered office is situated at 9th floor, My Home Twitza, Plot No 30/A, TSIIC Hyderabad Knowledge City, Raidurg, Hyderabad, Telangana, India, 500081.

Nature of Business

Tasoula is engaged in the business of generating, accumulating, distributing and supplying solar energy for its own use or for sale to governments, state electricity boards, intermediaries in power transmission/distribution, companies, industrial units, or to other types of users/consumers of energy.

Capital Structure

The authorized share capital of Tasoula is ₹ 250,000,000 divided into 19,520,000 equity shares of face value of ₹10 each and 5,480,000 optionally convertible redeemable preference share of face value of ₹10 each. The issued, subscribed and paid-up share capital of Tasoula is ₹180,880,400 divided into 18,088,040 equity shares of face value of ₹10 each.

Shareholding Pattern

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total equity shareholding (%)
Vibrant Energy Holdings Pte. Ltd.	11,056,789	61.12
VEH Global India Private Limited	1	0.01
Sify Infinit Spaces Limited	7,031,250	38.87
Total	18,088,040	100.00

Sarayu CleanGen Private Limited (“Sarayu”)

Pursuant to the transfer of data center business from our Promoter, STL, to our Company under the business transfer agreement dated January 28, 2021, our Company acquired 156,000 equity shares of face value of ₹10 each aggregating to 26.00% shareholding in Sarayu. The equity shares acquired and held by our Company in Sarayu are held by us in our capacity as a ‘captive consumer’ under the group captive model of power purchase, in terms of the Electricity Act, 2003, as amended, and any rules, regulations and order framed or issued thereunder.

Corporate Information

Sarayu was incorporated as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated February 7, 2012, issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. Its corporate identification number is U40108TG2012PTC078980, and its registered office is situated at H. No. 8-3-960/6/2, Flat No. 301, “Wings”, Srinagar Colony, Hyderabad, Andhra Pradesh, India, 500073.

Nature of Business

Sarayu is engaged in the business of generating, harnessing, developing, accumulating, distributing and supplying electricity by setting up all types of power plants by use of liquid, gaseous or solid fuels for the purpose of light, heat, motive power and for all other purposes for which electric energy can be employed.

Capital Structure

The authorized share capital of Sarayu is ₹ 62,500,000 divided into 600,000 equity shares of face value of ₹10 each and 5,650,000 preference shares of ₹10 each. The issued, subscribed and paid-up share capital of Sarayu is ₹ 61,940,400 divided into 600,000 equity shares of face value of ₹10 each and 5,594,040 preference shares of ₹10 each.

Shareholding Pattern

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total equity shareholding (%)
Vishwanath Kamagouda	174,000	29.00
Sify Infinit Spaces Limited	156,000	26.00
Virupaxi Kamagouda	90,000	15.00
Rekha Kamagouda	90,000	15.00
Ranjana Kamagouda	90,000	15.00
Total	600,000	100.00

VEH Srishti Energy Private Limited (“VEH Srishti”)

Our Company acquired 15,012,000 equity shares aggregating to 40.39% shareholding in VEH Srishti, as on the date of execution and pursuant to the share subscription and shareholders’ agreement dated August 8, 2022 executed between our Company, VEH Srishti and Vibrant Energy Holdings Pte. Ltd. The equity shares acquired and held by our Company in VEH Srishti are held by us in our capacity as a ‘captive consumer’ under the group captive model of power purchase, in terms of the Electricity Act, 2003, as amended, and any rules, regulations and orders framed or issued thereunder.

Corporate Information

VEH Srishti was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated October 28, 2021, issued by the Registrar of Companies, Central Registration Centre. Its corporate identification number is U40106TG2021FTC156436, and its registered office is situated at 9th Floor, My Home Twitza, Plot No 30/A TSIIC Hyderabad Knowledge City, Raidurg, Hyderabad, Telangana, India, 500081.

Nature of Business

VEH Srishti is engaged in the business of generating, accumulating, distributing and supplying solar energy for its own use or for sale to governments, state electricity boards, intermediaries in power transmission / distribution, companies, industrial units, or to other types of users / consumers of energy.

Capital Structure

The authorized share capital of VEH Srishti is ₹520,000,000 divided into 38,500,000 equity shares of face value of ₹10 each and 13,500,000 optionally convertible redeemable preference shares of ₹10 each. The issued, subscribed and paid-up equity share capital of VEH Srishti is ₹ 352,120,000 divided into 35,212,000 equity shares of face value of ₹10 each and paid-up preference share capital is ₹130,880,000 divided into 13,088,000 optionally convertible redeemable preference shares of ₹10 each.

Shareholding Pattern

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total equity shareholding (%)
Vibrant Energy Holdings Pte. Ltd.	20,199,999	57.36
VEH Global India Private Limited	1	0.01
Sify Infinit Spaces Limited	15,012,000	42.63
Total	35,212,000	100.00

Joint venture

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has no subsidiaries.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation

Except as disclosed below, our Company has not made any acquisitions or divestments of any material business or undertaking, and has not undertaken any material acquisitions, amalgamation or revaluation of assets, since incorporation:

Scheme of Amalgamation between Patel Auto and our Company and their respective shareholders and creditors (“Patel Auto Scheme”)

Our Company and Patel Auto filed a joint petition before the National Company Law Tribunal, Division Bench – I at Chennai (“**NCLT Chennai**”) under sections 230 to 232, and other applicable provisions of the Companies Act, 2013, read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, seeking approval of the Patel Auto Scheme which was sanctioned by NCLT Chennai through its order dated January 9, 2025 (“**NCLT Order**”). The Patel Auto Scheme provided for the transfer and vesting of the undertaking of Patel Auto, as a going concern, into our Company. The rationale of the Patel Auto Scheme was, *inter alia*, to (i) ensure focused management in the resultant entity; (ii) enhance management efficiencies and maximize value for shareholders; (iii) reduce administrative, operational, financial and managerial costs; and (iv) enable the pooling of assets and resources to further the growth of the data center business operated by our Company.

Pursuant to the Patel Auto Scheme which was approved by the NCLT Order, the undertaking and entire business of Patel Auto was transferred and vested in our Company, on a going concern basis, and Patel Auto stood dissolved as on February 7, 2025 i.e. the effective date of the Scheme. The details of the transaction are as follows:

Particulars	Details
Name of the transferor	Patel Auto
Name of the transferee	Sify Infinit Spaces Limited, our Company.
Relationship of our Promoters or Directors with the transferor	Prior to the Patel Auto Scheme, Patel Auto was a wholly-owned subsidiary of Sify Technologies Limited, which is the Promoter of our Company. Further, our Whole time Director, Chintaluri Venkata Rajeswara Rao, was also a Non-Executive Director on the board of directors of Patel Auto.
Summarized information about valuation	Based on the valuation report dated December 28, 2023 issued by 'T. Saraswathi, Company Secretary and Registered Valuer', and in consideration for such transfer and vesting, our Company issued to the shareholders of Patel Auto, 1,708,546 fully paid-up equity shares of face value of ₹10 each of our Company for every 100,000 fully paid up equity shares of face value of ₹10 held in Patel Auto. Consequently, the authorised share capital of our Company was combined with the authorised share capital of Patel Auto. Accordingly, the authorised share capital of our Company increased to ₹10,702,500,000 divided into 800,250,000 equity shares and 270,000,000 preference shares of face value of ₹10 each, respectively. The Patel Auto Scheme became operative from April 1, 2023.
Effective date of transaction	February 7, 2025

Scheme of Amalgamation between Print House and our Company and their respective shareholders and creditors ("Print House Scheme")

Our Company and Print House filed a joint petition before the National Company Law Tribunal, Division Bench – II at Chennai ("NCLT Chennai") under sections 230 to 232, and other applicable provisions of the Companies Act, 2013, read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, seeking approval of the Print House Scheme which was sanctioned by NCLT Chennai through its order dated July 10, 2023 ("NCLT Order"). The Print House Scheme provided for the transfer and vesting of the entire business of Print House, as a going concern, into our Company. The rationale of the Print House Scheme was, *inter alia*, to (i) synergize operations and enhance ability to cater to large demands of data center customers for both Print House and our Company.

Pursuant to the Print House Scheme which was approved by the NCLT Order, the undertaking and entire business of Print House was transferred and vested in our Company, on a going concern basis, and Print House stood dissolved as on July 30, 2023 i.e. effective date of the Scheme. The details of the transaction are as follows:

Particulars	Details
Name of the transferor	Print House
Name of the transferee	Sify Infinit Spaces Limited, our Company.
Relationship of our Promoters or Directors with the transferor	Prior to the Print House Scheme, Print House was a wholly-owned subsidiary of Sify Technologies Limited, which is the Promoter of our Company. Further, our Whole time Director, Chintaluri Venkata Rajeswara Rao, was also a Non-Executive Director on the board of directors of Print House.
Summarized information about valuation	Based on the valuation report dated May 31, 2022 issued by 'T. Saraswathi, Company Secretary and Registered Valuer', and in consideration for such transfer and vesting, our Company issued to the shareholders of Print House, (i) 859,762 fully paid-up equity shares of face value of ₹10 each of our Company for 10,000,000 fully paid up equity shares of face value of ₹10 held in Print House; and (ii) one redeemable preference share of face value of ₹10 each in our Company for every one 9% cumulative non-convertible redeemable preference share of face value of ₹10 each held in Print House. The Print House Scheme became operative from April 1, 2022.
Effective date of transaction	July 30, 2023

Business Transfer Agreement dated January 28, 2021 executed between our Company and STL (the "STL BTA")

Our Company and STL has entered into the BTA setting out the terms of transfer of STL's data center business, as a going concern on a 'slump exchange' basis, for a total consideration of ₹ 5,000.00 million settled by way of issuance of 500,000,000 Equity Shares by our Company to STL. Pursuant to the BTA, our Company acquired specified business units, assets and liabilities, properties (including data centers), approvals and licenses, and intellectual property rights, with effect from February 1, 2021. The details of the transaction are as follows:

Particulars	Details
Name of the transferor	Sify Technologies Limited, one of our Corporate Promoters.
Name of the transferee	Sify Infinit Spaces Limited, our Company.
Relationship of our Promoters or Directors with the transferor	The transferor, Sify Technologies Limited, is our Holding Company and one of our Corporate Promoters. For details of relationship between Sify Technologies Limited

Particulars	Details
	and the Directors of our Company and our other Promoters, see “ <i>Our Management</i> ” and “ <i>Our Promoters and Promoter Group</i> ” on pages 325 and 341.
Summarized information about valuation	The transaction was undertaken at book value and no separate external valuation report was required to be commissioned by our Company or STL, in line with applicable provisions of the Income Tax Act, 1961.
Effective date of transaction	February 1, 2021

Further, our Company entered into (i) Sify Brand Licensing Agreement, which is the permitted user agreement dated April 12, 2021, in relation to use of the ‘Sify DC Container’ trademark; (ii) the permitted user agreement dated April 12, 2021, in relation to use of the ‘Fortknox’ trademark; (iii) the permitted user agreement dated April 12, 2021, in relation to use of the ‘Keeping You Ahead’ trademark; and (iv) the permitted user agreement dated April 12, 2021, in relation to use of the ‘Sify’ trademark (the “**Sify PUA**”, and collectively, the “**PUAs**”). As per the terms of the PUAs, our Company is permitted to use the specified ‘Sify’ trademarks in perpetuity, and subject to the STL BTA. Additionally, our Company also entered into two intercompany service agreements each dated January 28, 2021, with Sify Technologies Limited and Sify Digital Services Limited (“**SDSL**”) pursuant to which SISL and SDSL shall be rendering services to SDSL and STL, respectively, for rack space usage up till January 28, 2026. For further details, “*Risk Factors – 9. We are dependent on our Promoters, in particular STL. Any adverse change in our relationships with our Promoters, our business performance and operations could be materially adversely impacted*” on page 40.

Shareholders’ agreements and other agreements

Except as disclosed below, our Company does not have any subsisting agreements among our Shareholders/CCD Holders vis-a-vis our Company, as on the date of this Draft Red Herring Prospectus:

1. Debenture Subscription Agreements

- (i) ***Debenture Subscription Agreement (the “KSSF DSA”) read with the Sale Right Agreement (“SRA”), each dated November 1, 2021 and entered into between our Company, STL and Kotak Special Situations Fund (“KSSF”), as amended by the waiver cum amendment agreements, each dated September 25, 2025, to the KSSF DSA (“KSSF WCA”) and to the SRA (“SRA WCA”); and***
- (ii) ***Debenture Subscription Agreement dated July 20, 2023 (“KDCF DSA”, and together with the KSSF DSA, “the DSAs”) by and amongst our Company, STL and Kotak Data Center Fund (“KDCF”, and together with KSSF, the “Investors”), as amended by the waiver cum amendment agreement to the KDCF DSA dated September 25, 2025 (“KDCF WCA”)***

Our Company and STL have entered into (i) the KSSF DSA with KSSF, which sets out the terms of subscription of 40,000,000 compulsorily convertible secured debentures of face value of ₹100 each, issued by our Company to KSSF; and (ii) the KDCF DSA with KDCF, which sets out the terms of subscription of 60,000,000 compulsorily convertible secured debentures of face value of ₹100 each, issued by our Company to KDCF (such compulsorily convertible debentures collectively, the “**CCDs**”).

The DSAs define the mutual rights and obligations of our Company, our Holding Company and the Investors, which include, inter alia, (i) right of the Investors to appoint a nominee or an observer to our Board and committees of our Company; (ii) pre-emptive right of the Investors to subscribe, in the event of a further issue of Equity Shares by our Company; (iii) prior consent requirements from the Investor in respect of certain matters; (iv) drag-along rights; (v) exit provisions for the Investors; including option of an initial public offer; and (vi) certain information and inspection rights. Further, in terms of the SRA, KSSF has the right to sell compulsorily convertible debentures held by it to STL, upon (i) occurrence of an event of default; or (ii) failure of our Company to provide exit to KSSF within the specified timelines; or (iii) breach by STL of any obligation or covenants under the KSSF DSA.

The Parties, as applicable, have entered into the KSSF WCA and KDCF WCA (collectively, the “**DSA WCAs**”) to facilitate the Offer and to govern their mutual rights and obligations in relation to our Company till the listing and trading of the Equity shares of our Company on Stock Exchanges. The DSA WCAs amends certain provisions of the KSSF DSA and KDCF DSA, such as, *inter alia*, (i) consent requirements for declaration of interim and final dividend; (ii) terms of reference of IPO committee, (iii) procedural alignment of provisions relating to qualified IPO with applicable law; (iv) sharing of Offer expenses; (v) non-survival of observer and information rights, post conversion of CCDs; and (vi) conversion timeline, for conversion of CCDs. Further, the DSA WCAs provide for the (i) waiver of certain rights from the date of execution of the DSA WCAs, including (a) pre-emptive rights in respect of new issuance of securities by the Company, in relation to the Fresh Issue (including Pre-IPO Placement, if any); and (b) right to require cooperation from our Holding Company in relation to alternate listing; and (ii) waiver of observer rights, and certain information and inspection rights from the date of filing of the Red Herring Prospectus. The DSA WCAs also records the consent of the Investors in relation to (i) changes in share capital and capital structure of our Company; (ii) amendment of constitutional documents; (iii) fresh capital expenditure to be incurred by the Company in relation to the Objects of the Offer; and (iv) capital raise to be undertaken by the Company through the Offer (including Pre-IPO Placement, if any). Additionally, right to sell available to KSSF has been terminated under the SRA, pursuant to execution of the SRA WCA.

The DSA WCAs and the SRA WCA shall stand automatically terminated and the waiver, consents and amendments thereof, as applicable, shall be automatically rescinded and revoked upon the earlier of (a) 12 months from the date of receipt of final observations from SEBI on the draft offer document; (b) Exit Long Stop Date (*as defined in the DSAs*); (c) the date on which the Board decides not to undertake the Offer or decides to withdraw the Offer or any offer document filed with any regulator/ authorities in respect of the Offer; or (d) termination of the Offer Agreement; or (e) the WCA being terminated by the mutual written agreement of all Parties, including if the listing of the Equity Shares pursuant to the Offer is not completed by then, subject to a withdrawal of this DRHP upon such termination.

In accordance with the terms of the DSAs read with the DSA WCAs, the DSA shall stand terminated automatically upon the listing of the Equity Shares pursuant to completion of the Offer, without any further action or deed required by any other party, except for certain clauses such as confidentiality, governing law, dispute resolution, costs and expenses clause, that will continue to survive the termination of the DSAs, respectively.

- (iii) ***Debenture Subscription Agreement (the “STL DSA 1”) dated March 29, 2022 entered into between our Company and STL, as amended by the waiver cum amendment agreement to the KDCF DSA dated September 25, 2025 (“STL WCA 1”)***
- (iv) ***Debenture Subscription Agreement (the “STL DSA 2”) dated October 27, 2022 entered into between our Company and STL***
- (v) ***Debenture Subscription Agreement (the “STL DSA 3”, and together with STL DSA 1, the “STL DSAs”) dated March 30, 2023 entered into between our Company and STL, as amended by the waiver cum amendment agreement to the KDCF DSA dated September 25, 2025 (“STL WCA 2”)***
- (vi) ***Debenture Subscription Agreement (the “STL DSA 4”) dated August 4, 2025 entered into between our Company and STL***

Our Company and STL have entered into the (i) STL DSA 1, which sets out the terms of subscription of 10,000,000 unsecured compulsorily convertible debentures of face value of ₹100 each; (ii) STL DSA 2, which sets out the terms of subscription of 2,250,000 unsecured compulsorily convertible debentures of face value of ₹100 each, allotted to STL pursuant to transfer of investment in Tasoula to our Company; (iii) STL DSA 3, which sets out the terms of subscription of 10,000,000 unsecured compulsorily convertible debentures of face value of ₹100 each; and (iv) STL DSA 4, which sets out the terms of subscription of 2,500,000 unsecured compulsorily convertible debentures of face value of ₹100 each, issued by our Company to STL. The STL DSAs define the mutual rights and obligations of our Company and STL, including certain information and inspection rights available to STL under STL DSA 1 and STL DSA 3.

Our Company and STL have subsequently entered into STL WCA 1 and STL WCA 2 (the “**STL WCAs**”), to facilitate the Offer and to govern their mutual rights and obligations under the STL DSAs till the listing and trading of the Equity shares of our Company on Stock Exchanges. Pursuant to the STL WCAs, (i) information and inspection rights available to STL shall be subject to compliance with applicable laws; and (ii) consent of STL is recorded in respect of capital raising pursuant to the Offer.

The STL WCAs shall stand automatically terminated and the waiver, consents and amendments thereof, as applicable, shall be automatically rescinded and revoked upon the earlier of (a) 12 months from the date of receipt of final observations from SEBI on the draft offer document; (b) the date on which the Board decides not to undertake the Offer or decides to withdraw the Offer or any offer document filed with any regulator/ authorities in respect of the Offer; or (c) termination of the Offer Agreement; or (d) the WCA being terminated by the mutual written agreement of all Parties, including if the listing of the Equity Shares pursuant to the Offer is not completed by then, subject to a withdrawal of the DRHP upon such termination.

Key terms of other subsisting material agreements

Except as disclosed in this Draft Red Herring Prospectus, our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners, other than in the ordinary course of the business of our Company, or which are otherwise material and need to be disclosed in this Draft Red Herring Prospectus in context of the Offer. Consequently, there are no material clauses or covenants which are adverse or prejudicial to the interest of the public shareholders.

Except as disclosed in this Draft Red Herring Prospectus, as of the date of this Draft Red Herring Prospectus, there are no agreements with our Shareholders, our Promoters, members of our Promoter Group, our related parties, our Directors, our Key Managerial Personnel, our employees, entered into among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company.

Other agreements

Our Key Managerial Personnel or members of Senior Management, Directors, Promoters, or any other employee either by themselves or on behalf of any other person, have not entered into any agreement with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

As of the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Company pertaining to the primary and secondary transactions of securities of our Company including any financial arrangements thereof.

Except as disclosed in “- *Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation*” above, there are no arrangements or agreements, deeds of assignment, acquisition agreements, shareholders’ agreements, inter se agreements, any agreements between our Company, the Promoters and the Shareholders, agreements of like nature or agreements comprising any clauses/ covenants which are material to our Company, and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

OUR MANAGEMENT

The Articles of Association of our Company require that our Board shall comprise of not less than three Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, we have eight Directors on our Board comprising of a Whole-time Director, three Non-Executive Directors, and four Independent Directors including a woman Independent Director.

Our Board

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, designation, occupation, date of birth, age, address, current term, period of directorship and DIN	Other directorships
<p>Vegesna Ananta Koti Raju</p> <p><i>Designation:</i> Chairperson and Non-Executive Director</p> <p><i>Occupation:</i> Business</p> <p><i>Date of birth:</i> August 10, 1959</p> <p><i>Age:</i> 66 years</p> <p><i>Address:</i> 5808, Trowbridge Way, San Jose, California, United States of America, 95138</p> <p><i>Current term:</i> Liable to retire by rotation</p> <p><i>Period of directorship:</i> Director since January 28, 2021</p> <p><i>DIN:</i> 00529027</p>	<p><i>Indian Companies:</i></p> <ol style="list-style-type: none"> 1. Sify Technologies Limited 2. Sify Digital Services Limited 3. Raju Vegesna Infotech & Industries Private Limited 4. Ramanand Core Investment Company Private Limited <p><i>Foreign Companies:</i></p> <ol style="list-style-type: none"> 1. Sify Technologies North America Corporation
<p>Chintaluri Venkata Rajeswara Rao</p> <p><i>Designation:</i> Whole-time Director</p> <p><i>Occupation:</i> Service</p> <p><i>Date of birth:</i> April 2, 1960</p> <p><i>Age:</i> 65 years</p> <p><i>Address:</i> 3A, Taxila Apartments, Number 3, 5th Cross Street, Dr. R K Salai, Mylapore, Chennai, 600 004, Tamil Nadu, India</p> <p><i>Current term:</i> For a period of five years with effect from April 1, 2025</p> <p><i>Period of directorship:</i> Director since November 20, 2017</p> <p><i>DIN:</i> 02624863</p>	<p><i>Indian Companies:</i></p> <ol style="list-style-type: none"> 1. Sify Digital Services Limited 2. Sify Data and Managed Services Limited 3. Ramanand Core Investment Company Private Limited 4. SKVR Software Solution Private Limited 5. KKAAR Farms and Developers Private Limited 6. Raju Vegesna Properties (India) Private Limited 7. Raju Vegesna Infotech & Industries Private Limited 8. Raju Vegesna Developers Private Limited 9. Raju Vegesna Agrofarms and Estates Private Limited 10. Anantha Koti Raju Developers Private Limited 11. Satya Sravanthi Agrofarms Private Limited 12. V.A.L.S. Developers Private Limited 13. Village Inns (India) Private Limited 14. V.R.R. Shelters Private Limited 15. V.R.R. Agrotech Private Limited 16. V.A.R. Agrotech Private Limited <p><i>Foreign Companies:</i></p> <p>Nil</p>
<p>Vegesna Bala Saraswathi</p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Occupation:</i> Homemaker</p> <p><i>Date of birth:</i> August 8, 1964</p> <p><i>Age:</i> 61 years</p>	<p><i>Indian Companies:</i></p> <ol style="list-style-type: none"> 1. Sify Technologies Limited 2. Sify Digital Services Limited 3. Raju Vegesna Infotech & Industries Private Limited 4. Ramanand Core Investment Company Private Limited <p><i>Foreign Companies:</i></p>

Name, designation, occupation, date of birth, age, address, current term, period of directorship and DIN	Other directorships
<p>Address: 5808, Trowbridge Way, San Jose, California, United States of America, 95138</p> <p>Current term: Liable to retire by rotation</p> <p>Period of directorship: Director since January 28, 2021</p> <p>DIN: 07237117</p>	Nil
<p>Arun Seth</p> <p>Designation: Independent Director</p> <p>Occupation: Professional</p> <p>Date of birth: November 19, 1951</p> <p>Age: 73 years</p> <p>Address: House number - A7, Geetanjali Enclave, Malviya Nagar, South Delhi, 110 017, Delhi, India</p> <p>Current term: For a period of five years commencing from September 6, 2022</p> <p>Period of directorship: Director since September 6, 2022</p> <p>DIN: 00204434</p>	<p><i>Indian Companies:</i></p> <ol style="list-style-type: none"> 1. Sify Technologies Limited 2. Dixon Technologies (India) Limited 3. Le Travenues Technology Limited 4. IITK Foundation for Medical Research and Technology 5. Nudge Lifeskills Foundation 6. Usha Breco Limited 7. Kent R O Systems Limited 8. Jubilant Ingrevia Limited 9. Jubilant Pharmova Limited 10. Sify Digital Services Limited 11. CBXI India Private Limited 12. Naffa Innovations Private Limited 13. Devrev Cloud India Private Limited 14. Hunger Inc Hospitality Private Limited 15. Pamp Technologies (India) Private Limited 16. Anypoint Media India Private Limited <p><i>Foreign Companies:</i></p> <p>Nil</p>
<p>Padmaja Chunduru</p> <p>Designation: Independent Director</p> <p>Occupation: Service</p> <p>Date of birth: August 2, 1961</p> <p>Age: 64 years</p> <p>Address: No 5083, Tower 5, Prestige Song of South, Begur, Yelenahalli Chandrasekhara Pura, Bengaluru, 560 068, Karnataka, India</p> <p>Current term: For a period of five years with effect from October 12, 2024</p> <p>Period of directorship: Director since October 12, 2024</p> <p>DIN: 08058663</p>	<p><i>Indian Companies:</i></p> <ol style="list-style-type: none"> 1. Sify Technologies Limited 2. SBI Ventures Limited 3. The Clearing Corporation of India Limited 4. Atul Limited 5. Brigade Enterprises Limited 6. Bajaj General Insurance Company Limited 7. Bajaj Life Insurance Company Limited <p><i>Foreign Companies:</i></p> <p>Nil</p>
<p>Ram Sewak Sharma</p> <p>Designation: Independent Director</p> <p>Occupation: Retired civil servant</p> <p>Date of birth: October 1, 1955</p> <p>Age: 70 years</p> <p>Address: F-1101, Prateek Stylome, Sector 45, Noida, Plot No GH – 04/B Noida, Gautam Buddha Nagar, 201 301, Uttar Pradesh, India</p> <p>Current term: For a period of five years with effect from June 20, 2025</p> <p>Period of directorship: Director since June 20, 2025</p>	<p><i>Indian Companies:</i></p> <ol style="list-style-type: none"> 1. Sify Technologies Limited 2. Voith Paper Fabrics India Limited 3. Tanla Digital (India) Private Limited 4. Tanla Digital Labs Private Limited 5. Valuefirst Digital Media Private Limited 6. Karix Mobile Private Limited 7. Tanla Platforms Limited 8. Pantomath Trustee Private Limited 9. IITK Foundation for Medical Research and Technology <p><i>Foreign Companies:</i></p> <p>Nil</p>

Name, designation, occupation, date of birth, age, address, current term, period of directorship and DIN	Other directorships
<i>DIN:</i> 02166194	
<p>Mark Evan Adams</p> <p><i>Designation:</i> Non-Executive Non-Independent Director</p> <p><i>Occupation:</i> Data centre & lecturer, University of California, Berkeley</p> <p><i>Date of birth:</i> March 15, 1962</p> <p><i>Age:</i> 63</p> <p><i>Address:</i> 80, 23rd Ave, Santa Cruz, California, United States of America, 95062</p> <p><i>Current term:</i> Liable to retire by rotation</p> <p><i>Period of directorship:</i> Director since August 18, 2025</p> <p><i>DIN:</i> 11232866</p>	<p><i>Indian Companies:</i></p> <p>Nil</p> <p><i>Foreign Companies:</i></p> <ol style="list-style-type: none"> 1. True Internet Data Centre Company Limited, Thailand 2. Kasi Cloud LLC
<p>Thomas Michael Bradicich</p> <p><i>Designation:</i> Independent Director</p> <p><i>Occupation:</i> Professional</p> <p><i>Date of birth:</i> August 23, 1958</p> <p><i>Age:</i> 67</p> <p><i>Address:</i> 555, NW, 4th Ave Apartment, 524, Boca Raton, Florida, United States of America, 334323684</p> <p><i>Current term:</i> For a period of five years with effect from August 18, 2025</p> <p><i>Period of directorship:</i> Director since August 18, 2025</p> <p><i>DIN:</i> 10672895</p>	<p><i>Indian Companies:</i></p> <ol style="list-style-type: none"> 1. Sify Technologies Limited <p><i>Foreign Companies:</i></p> <p>Nil</p>

Brief profiles of our Directors

Vegesna Ananta Koti Raju is the Chairperson and Non-Executive Director on the Board of our Company. He holds a bachelor's degree in engineering (electronic engineering) from Bangalore University and master's degree in science (computer engineering) from Wayne State University, Michigan. He has over 23 years of experience in strategy, management and operations. Currently, he serves as a director on the boards of STL, RVIIPL, Sify Digital Services Limited, RCICPL and Sify Technologies North America Corporation. He has previously been associated with Server Works Corporation and Motorola, Inc. He holds United States patents for central processing unit architecture and high-performance register file with overlapping windows. Further, he has been awarded the Silver Quill award for his outstanding contribution to the publication objectives of the Motorola semiconductor products sector.

Chintaluri Venkata Rajeswara Rao is a Whole-time Director on the Board of our Company. He holds a bachelor's degree in law and a bachelor's degree in commerce from Andhra University. He has been enrolled as an advocate with the Bar Council of the state of Andhra Pradesh. He has over 16 years of experience in strategy, operations and management. He has previously served as the chief operating officer of STL, our Promoter. Currently, he is associated with KKAAR Farms and Developers Private Limited, Raju Vegesna Agrofarms and Estates Private Limited, V.A.R. Agrotech Private Limited, V.R.R. Agrotech Private Limited, Satya Sravanthi Agrofarms Private Limited, Anantha Koti Raju Developers Private Limited, Village Inns (India) Private Limited, Raju Vegesna Developers Private Limited, V.A.L.S. Developers Private Limited, V.R.R. Shelters Private Limited, Raju Vegesna Properties (India) Private Limited, Sify Digital Services Limited and Sify Data and Managed Services Limited.

Vegesna Bala Saraswathi is a Non-Executive Director on the Board of our Company. She has passed the final examination of bachelor's degree in commerce from Andhra University. She has over 10 years of experience in the strategy, management and operations. Currently, she serves as a director on the boards of STL, RVIIPL, RCICPL, and Sify Digital Services Limited, and is a trustee of Raju Vegesna Foundation (India).

Arun Seth is an Independent Director on the Board of our Company. He holds a bachelor's degree in technology (electrical engineering) from Indian Institute of Technology, Kanpur, and post graduate diploma in management from Indian Institute of Management, Calcutta. He has over six years of experience in strategy, management, and operations. He has also served as a trustee of NASSCOM Foundation. Currently, he serves as a director on the board of STL and Jubilant Ingrevia Limited.

Padmaja Chundurur is an Independent Director on the Board of our Company. She holds a bachelor's degree in commerce from Osmania University and a master's degree in commerce from Andhra University. She has over 40 years of experience in the banking sector. She has previously served as the managing director and chief executive officer of National Securities Depository Limited, managing director and chief executive officer of Indian Bank, deputy managing director (global markets), corporate centre, Mumbai of State Bank of India and as member of management committee of Indian Banks Association. Currently, she serves as a director on the board of STL.

Ram Sewak Sharma is an Independent Director on the Board of our Company. He holds a bachelor's degree in science from University of Allahabad, a master's degree in science (mathematics) from the Indian Institute of Technology, Kanpur, a master's degree in science (computer science) from University of California, Riverside, a degree of doctor of philosophy from Indian Institute of Technology, Delhi and a degree of doctor of science from Shri Mata Vaishno Devi University. He has also been enrolled as an advocate with the Bar Council of Delhi. He has over 35 years of experience in administration services. He was an Indian administrative service officer and has previously served as chairperson of Telecom Regulatory Authority of India, secretary at Department of Electronics and Information Technology and Department of Telecommunication, Ministry of Communications and Information Technology, and director general and mission director at Unique Identification Authority of India. He has been awarded the Distinguished Alumni award by Indian Institute of Technology, Kanpur.

Mark Evan Adams is a Non-Executive Non-Independent Director on the Board of our Company. He holds a bachelor's degree in arts (economics) from Cornell University and a master's degree in business administration from the Wharton School, University of Pennsylvania. He has over 12 years of experience in the information technology sector. Prior to joining our Company, he was associated with Equinix as chief development officer. He is currently a lecturer at Haas School of Business, University of California, Berkeley and a director on the board of Kasi Holding Limited, and Kasi Cloud LLC and is associated with Global Infrastructure Partner.

Thomas Michael Bradicich is an Independent Director on the Board of our Company. He holds a diploma in arts from Palm Beach Junior College, Florida, bachelor's degree in science (electrical engineering) from Florida Atlantic University and a doctor's degree in philosophy from the University of Florida. He has over 25 years of experience in information technology sector. Prior to joining our Company, he was associated with International Business Machines Corporation. He is currently associated with Arete Advisors, LLC (Arete) as the chief technology officer. He has received Award for Excellence from Entry Systems Technology, International Business Machines Corporation, has been recognised as one of the top 100 IoT Influencer by CBT and has been inducted to the 2016 Alumni Hall of Fame by the Department of Electrical and Computer Engineering, NC State University. He holds United States patents for heuristic malware detection and apparatus, system and method for autonomous determining a set of destination. Currently, he serves as a director on the board of STL.

Relationships between our Directors and the Key Managerial Personnel or members of our Senior Management

Except for Vegesna Bala Saraswathi who is the spouse of Vegesna Ananta Koti Raju, none of our Directors, Key Managerial Personnel or members of Senior Management are related to each other.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchange during their directorship in such companies.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Wilful Defaulters nor as Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or a Fraudulent Borrower issued by the RBI.

None of our Directors have availed loans from our Company which are outstanding as on the date of this Draft Red Herring Prospectus.

None of our Directors are or have been on the board of directors of any company that was or has been directed by any of the registrars of companies in India, to be struck off from the rolls of such registrar of companies under Section 248 of the Companies Act.

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.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director or Senior Management

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors are appointed on the Board.

Terms of appointment of our Whole-time Director

Chintaluri Venkata Rajeswara Rao has been a director of our Company since November 20, 2017. He was re-appointed as a Whole-time Director for a period of five years with effect from January 28, 2021 and thereafter, for a further period of five years with effect from April 1, 2025, pursuant to resolutions passed by our Board and our Shareholders on April 18, 2025 and July 30, 2025, respectively.

The details of remuneration of Chintaluri Venkata Rajeswara Rao, as approved by our Board and the Shareholders, in their meetings held on April 18, 2025 and July 30, 2025, respectively, are as stated below:

S. No.	Category	Particulars
1.	Remuneration	Not exceeding ₹ 50.00 million or 5.00% of the net profits of the Company in any financial year as per section 198 of the Companies Act, 2013, whichever is higher during the term of five years.
2.	Other benefits	<ul style="list-style-type: none"> • Retirement benefits – (i) contribution to provident fund and (ii) gratuity as per rules of the fund/scheme in force from time to time; • Leave encashment as per rules of the Company in force from time to time; • Reimbursement of all legitimate expenses incurred while performing his duty as per Company policy; and • Entitled to employee stock options

Remuneration to our Directors:

The remuneration paid to our Directors in Financial Year 2025 is as follows:

Remuneration to our Whole-time Director

Chintaluri Venkata Rajeswara Rao, our Whole-time Director was paid a remuneration of ₹4.83 million in Fiscal 2025 by STL, one of our Promoters, which has been cross-charged to our Company.

Remuneration to Non – Executive Directors

None of our Non-Executive Directors were paid any remuneration for Fiscal 2025.

Remuneration to Independent Directors

Pursuant to a resolution of our Board dated July 19, 2024, our Independent Directors are entitled to (i) a sitting fee of ₹ 0.10 million for attending each meeting of our Board of Directors, and (ii) sitting fees of ₹ 0.08 million for attending each meeting of the Committees of our Board of Directors.

Our Company has paid the following remuneration to our Independent Directors in Fiscal 2025:

(in ₹ million)

S. No.	Name of the Director	Total remuneration
1.	Arun Seth	0.98
2.	Padmaja Chunduru	0.83
3.	Ram Sewak Sharma*	Nil
4.	Thomas Michael Bradicich*	Nil

*Appointed in Fiscal 2026.

Contingent and deferred compensation payable to the Directors by our Company

No contingent or deferred compensation has accrued for Fiscal 2025 which is payable to any of our Directors.

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.

Service Contracts with Directors

None of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Shareholding of Directors in our Company

Our Directors are not required to hold any qualification shares under our Articles of Association.

For details of the shareholding of our Directors in our Company, see “*Capital Structure – Details of Equity Shares held by our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel and members of our Senior Management*” on page 103.

Interest of Directors

Our Directors, may be deemed to be interested to the extent of (i) fees payable to them for attending meetings of our Board or a committee thereof, (ii) other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment letters and (iii) Equity Shares (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives. For further details, see “– *Remuneration to our Directors*” on page 329 and “*Capital Structure – Details of Equity Shares held by our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel and members of our Senior Management*” on page 103.

Further, some of our Directors also serve as directors on the Board of STL, RCICPL, and RVIPL, our Promoters and are deemed to be interested to the extent of (i) fees payable to them for attending meetings of the board or a committee thereof; (ii) to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Promoters under its articles of association and their respective appointment letters; and (iii) to the extent of commission payable to them by our Promoters.

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company.

Except as stated in “*Other Financial Information – Related Party Transactions*” on page 436, no amount or benefit has been paid or given within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

None of our Directors 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.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested, by any person, either to induce such Director to become or to help such Director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

There is no conflict of interest between the suppliers of raw materials and third-party service providers which are crucial for operations of our Company and our Directors.

There is no conflict of interest between the lessors of immovable properties which are crucial for operations of our Company and our Directors.

Except for Vegesna Ananta Koti Raju and Vegesna Bala Saraswathi, who are the promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company.

Changes to our Board in the last three years

Details of the changes in our Board in the last three years preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment / cessation*	Reason
Mark Evan Adams	August 18, 2025	Appointment as Non-Executive Non-Independent Director
Thomas Michael Bradicich	August 18, 2025	Appointment as Independent Director
Ram Sewak Sharma	June 20, 2025	Appointment as Independent Director
Ajay Kumar	May 15, 2025	Resignation as independent director
Padmaja Chunduru	October 12, 2024	Appointment as Independent Director
Ajay Kumar	June 28, 2024	Appointment as Independent Director
Arun Seth	September 6, 2022	Appointment as Independent Director

*Note: This table does not include details of regularization of additional directors.

Borrowing Powers

In accordance with our Memorandum of Association and Articles of Association and the applicable provisions of the Companies Act, and pursuant to a resolution passed by our Board in its meeting held on January 17, 2025, and a resolution passed by our Shareholders at their extra ordinary general meeting held on February 5, 2025, our Board is authorized to borrow any sum or sums of moneys or meeting the requirements of the business from time to time at their discretion on such terms and conditions and with or without security, in the form of loans or debentures or both, either from banks, financial institutions / NBFCs, institutional investors, mutual funds, trusts, bodies corporate or lending institutions, notwithstanding that the money(s) to be borrowed from time to time, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any time, the aggregate paid-up share capital, free reserves, and securities premium of the Company provided that the aggregate of amounts so borrowed and outstanding at any one time shall not exceed a sum of ₹900.00 million.

Corporate Governance

The provisions of the Companies Act along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, including those pertaining to the constitution of the Board and committees thereof.

As on the date of this Draft Red Herring Prospectus, we have eight Directors on our Board, comprising of a Whole-time Director, three Non-Executive Directors, and four Independent Directors (including a woman Independent Director).

In compliance with Section 152 of the Companies Act, not less than two-thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, our Company has constituted the following committees of our Board:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Corporate Social Responsibility Committee
- (e) Risk Management Committee

In addition to the committees of our Board described above, our Board of Directors may, from time to time, constitute committees for various functions.

For purposes of the Offer, our Board has also constituted an IPO Committee

Audit Committee

The members of the Audit Committee are:

Sr. No.	Name of Members	Committee Designation
1.	Arun Seth	Chairman
2.	Vegesna Bala Saraswathi	Member
3.	Ram Sewak Sharma	Member
4.	Padmaja Chunduru	Member

Further, our Company Secretary and Compliance Officer shall act as a secretary to the Audit Committee. The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the Audit Committee, whichever is greater, with at least two independent directors.

The Audit Committee was constituted by way of resolution passed by our Board on January 25, 2023, and was last reconstituted by way of resolution passed by our Board on September 25, 2025.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations, and its terms of reference are as disclosed below:

- (a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- (b) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - ii. changes, if any, in accounting policies and practices and reasons for the same;
 - iii. major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. significant adjustments made in the financial statements arising out of audit findings;
 - v. compliance with listing and other legal requirements relating to financial statements;
 - vi. disclosure of any related party transactions; and
 - vii. modified opinion(s) in the draft audit report.
- (e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- (g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (h) approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations, if applicable, and/or the applicable Accounting Standards and/or the Companies Act, 2013.
- (i) scrutiny of inter-corporate loans and investments;
- (j) valuation of undertakings or assets of the Company, wherever it is necessary;
- (k) evaluation of internal financial controls and risk management systems;
- (l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (m) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (n) discussion with internal auditors of any significant findings and follow up there on;
- (o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (q) 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;
- (r) to review the functioning of the whistle blower mechanism;
- (s) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

- (t) identification of list of key performance indicators and related disclosures in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, for the purpose of the Company's proposed initial public offering;
- (u) carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties;
- (v) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- (w) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (x) monitoring the end use of funds raised through public offers and related matters;
- (y) reviewing compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended and verifying that the systems for internal control are adequate and are operating effectively;
- (z) carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties;
- (aa) to carry out such other functions as may be specifically referred to the Audit Committee by the Board and/or other committees of directors of the Company; and
- (bb) To hold a minimum of four meetings each year

The Audit Committee shall also mandatorily review the following information:

- (a) management discussion and analysis of financial condition and results of operations;
- (b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses;
- (d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- (e) statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations, as amended.
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations, as amended.
- (f) Such information as may be prescribed under the Companies Act, and the rules thereunder, SEBI ICDR Regulations, and the SEBI Listing Regulations, each as amended; and
- (g) to review the financial statements, in particular, the investments made by an unlisted subsidiary.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of Members	Committee Designation
1.	Ram Sewak Sharma	Chairman
2.	Arun Seth	Member
3.	Mark Evan Adams	Member

The Nomination and Remuneration Committee was constituted by way of resolution passed by our Board on January 25, 2023 and was last reconstituted by way of resolution passed by our Board on September 25, 2025.

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations, and its terms of reference are as disclosed below:

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (“**Board**”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”).
- (b) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates.
- (c) formulation of criteria for evaluation of performance of independent directors and the Board;
- (d) devising a policy on Board diversity;
- (e) identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- (f) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (g) recommend to the Board, all remuneration, in whatever form, payable to senior management;
- (h) carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
- (i) administering, monitoring and formulating detailed terms and conditions the employee stock options scheme/ plan approved by the board and the members of the company in accordance with the terms of such scheme/ plan (“**ESOP Scheme**”), if any;
- (j) construing and interpreting the ESOP Schemes and any agreements defining the rights and obligations of the company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Schemes; and
- (k) to hold minimum of four meetings each year.

The Nomination and Remuneration Committee shall perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

- (a) administering the employee stock option plans of the Company, as may be required;
- (b) determining the eligibility of employees to participate under the employee stock option plans of the Company;
- (c) granting options to eligible employees and determining the date of grant;
- (d) determining the number of options to be granted to an employee;
- (e) determining the exercise price under the employee stock option plans of the Company; and
- (f) construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.

Stakeholders’ Relationship Committee

The members of the Stakeholders’ Relationship Committee are:

Sr. No.	Name of Members	Committee Designation
1.	Padmaja Chundururu	Chairperson
2.	Vegesna Bala Saraswathi	Member
3.	Chintaluri Venkata Rajeswara Rao	Member

Sr. No.	Name of Members	Committee Designation
4.	Mark Evan Adams	Member

The Stakeholders Relationship Committee was constituted by way of resolution passed by our Board on October 13, 2024 and was last reconstituted by way of resolution passed by our Board on September 25, 2025.

The scope and functions of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations. The terms of reference of the Stakeholders Relationship Committee include the following:

- (a) resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- (b) review of measures taken for effective exercise of voting rights by shareholders;
- (c) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
- (d) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- (e) carrying out any other functions required to be carried out by the Stakeholders Relationship Committee as contained in the Companies Act, SEBI Listing Regulations or any other applicable law, as and when amended from time to time; and
- (f) to hold minimum of one meeting each year.

The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

Sr. No.	Name of Members	Committee Designation
1.	Vegesna Bala Saraswathi	Chairperson
2.	Chintaluri Venkata Rajeswara Rao	Member
3.	Thomas Michael Bradicich	Member

The Corporate Social Responsibility Committee was constituted by way of resolution passed by our Board on July 30, 2021 and was last reconstituted by way of resolution passed by our Board on September 25, 2025.

The scope and functions of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act. The terms of reference of the Corporate Social Responsibility Committee include the following:

- (a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;
- (b) To review and recommend the amount of expenditure to be incurred on the activities referred to in (a) and amount to be incurred for such expenditure shall be as per the applicable law;
- (c) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (d) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- (e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- (f) To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from

time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

- (g) To do such other acts, deeds and things as may be required to comply with the applicable laws;
- (h) To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;
- (i) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
 - (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act.
 - (ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
 - (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - (iv) monitoring and reporting mechanism for the projects or programmes; and
 - (v) details of need and impact assessment, if any, for the projects undertaken by the Company

Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect; and

- (j) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by other regulatory authority.

Risk Management Committee

The members of the Risk Management Committee are:

Sr. No.	Name of Members	Committee Designation
1.	Padmaja Chunduru	Chairperson
2.	Chintaluri Venkata Rajeswara Rao	Member
3.	Thomas Michael Bradicich	Member
4.	Mark Evan Adams	Member
5.	Sharad Agarwal	Member
6.	Ganesh Sankararaman	Member

The Risk Management Committee was constituted by way of resolution passed by our Board on January 25, 2023 and was last reconstituted by way of resolution passed by our Board on September 25, 2025.

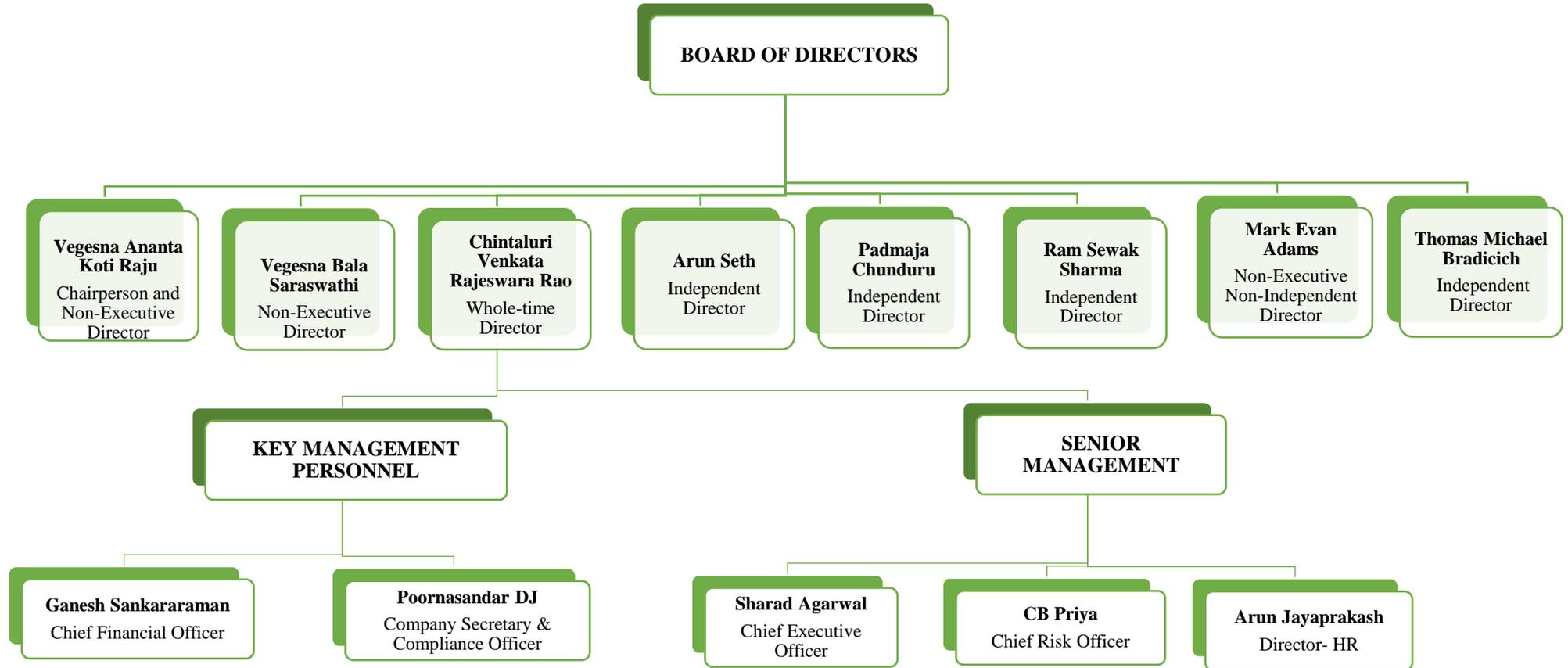
The scope and functions of the Risk Management Committee is in accordance with the SEBI Listing Regulations. The terms of reference of the Risk Management Committee include the following:

- (a) to formulate a detailed risk management policy which shall include:
 - i. a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
 - ii. measures for risk mitigation including systems and processes for internal control of identified risks; and
 - iii. business continuity plan.
- (b) to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (c) to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- (d) to periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (e) to keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- (f) the appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;
- (g) any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the SEBI Listing Regulations, 2015; and
- (h) hold a minimum of two meetings each year.

The Risk Management Committee is required to meet at least twice in a year under Regulation 21(3A) of the SEBI Listing Regulations.

Management organization chart



Key Managerial Personnel and members of our Senior Management

Key Managerial Personnel

In addition to Chintaluri Venkata Rajeswara Rao, the Whole-time Director of our Company, whose details are provided in “– Brief profiles of our Directors” on page 327, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Ganesh Sankararaman is the Chief Financial Officer of our Company. He has been associated with our Company since October 22, 2024. He holds a bachelor’s degree in science (mathematics) from University of Madras. He is an associate of Institute of Chartered Accountants of India and an associate of Institute of Cost Accountants of India. He is responsible for driving the company’s financial strategy, ensuring fiscal health, compliance and sustainable growth through effective planning, and reporting. He has over 24 years of experience in the manufacturing and service sector. He has previously served as the senior vice president (finance) of STL, senior general manager of finance of E.I.D Parry (India) Limited and as Assistant Manager (Accounts) of Transenergy Private Limited. During Fiscal 2025, amount of ₹ 0.58 million was cross-charged to our Company by STL, one of our Promoters, which has been cross-charged pursuant to his association with our Company.

Poornasandar D J is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since January 28, 2021. He holds a bachelor’s degree in commerce from Madurai Kamaraj University and is an associate member of the Institute of Company Secretaries of India. He is responsible for ensuring corporate governance, regulatory compliance, and statutory reporting while serving as the key link between the Board, regulators and stakeholders. He has over 13 years of experience in secretarial and compliance matters. He has previously served as assistant manager (secretarial) of STL. During Fiscal 2025, he received a remuneration of ₹ 2.62 million.

Members of our Senior Management

In addition to Ganesh Sankararaman, our Chief Financial Officer and Poornasandar D J, our Company Secretary and Compliance Officer, whose details are provided above, the details of our Senior Management, as on the date of this Draft Red Herring Prospectus, are as set forth below:

Sharad Agarwal is the Chief Executive Officer of our Company however not as prescribed under Section 2(18) of the Companies Act, 2013. He has been associated with our Company since August 12, 2024. He holds a bachelor’s degree in engineering (computer) from Shri Govind Ram Seksaria Institute of Technology and Science, Indore. He has over 19 years of experience in technology implementation, professional services and consulting. He is responsible for providing strategic leadership and overall direction to the organization, driving growth, culture and long-term value creation. He has previously served as the vice president of business development of Vantage Data Centers APAC Pte Limited LLC, senior manager – technical infrastructure project manager of Amazon Data Services (India) Private Limited and as BD director of Orange Business Services India Network Private Limited. In Fiscal Year 2025, he received a remuneration of ₹ 18.02 million.

CB Priya is Chief Risk Officer of our Company. She has been associated with our Company since October 1, 2024. She has passed the final examination for a degree in commerce from Gangadhar Meher College, Sambalpur University and post graduate diploma in computer applications from Madura Kamraj University. She has passed the final examination held by Institute of Cost and Works Accountants. She is responsible for overseeing risk management, ensuring identification, mitigation and governance of financial, operational and compliance risks. She has over 24 years of experience in marketing and finance. She has previously served as the vice president (business finance) of STL, deputy manager of Ford Business Services Center, associate – marketing finance with Ford India Limited and as deputy marketing manager of Monarch International. In Fiscal 2025, CB Priya received a total remuneration of ₹4.47 million, of which ₹2.33 million was paid by STL, as she was on its payroll until September 30, 2024, and such amount was cross-charged to the Company.

Arun Jayaprakash is the Director - Human Resources of our Company. He has been associated with our Company since April 1, 2025. He holds a bachelor’s degree in science (hotel and catering management) from University of Madras and a master’s degree in business administration from Karunya Institute of Technology, Siruvani, Bharathiar University, Coimbatore. He leads people strategy, talent management, and organizational development to build a high-performing and engaged workforce. He has over 22 years of experience in human resources function. He has previously served as the director – human resource of STL, senior manager of recruitment of Alten Calsoft Labs (India) Private Limited and executive of human resources of RR Infotech Limited. He was paid an amount of ₹5.01 million by STL, one of our Promoters, in Fiscal 2025. Since he joined our Company in Fiscal 2026, he did not receive any remuneration in Fiscal 2025 from our Company.

Status of Key Managerial Personnel and members of our Senior Management

All our Key Managerial Personnel and members of our Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and members of our Senior Management in our Company

Except as disclosed in “*Capital Structure – Details of Equity Shares held by our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel and members of our Senior Management*” on page 103, none of our Key Managerial Personnel and members of our Senior Management hold any Equity Shares in our Company.

Bonus or Profit-Sharing Plans of the Key Managerial Personnel and members of our Senior Management

None of our Key Managerial Personnel or members of our Senior Management is entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Interests of Key Managerial Personnel and members of our Senior Management

Our Key Managerial Personnel and members of our Senior Management may be deemed to be interested to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company; and (ii) the Equity Shares and employee stock options held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding. For details, see “*Capital Structure – Details of Equity Shares held by our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel and members of our Senior Management*” on page 103.

There is no conflict of interest between the suppliers of raw materials and third-party service providers which are crucial for operations of our Company and Key Managerial Personnel.

There is no conflict of interest between the lessors of immovable properties which are crucial for operations of our Company and Key Managerial Personnel.

Contingent and deferred compensation payable to our Key Managerial Personnel and members of our Senior Management

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and members of our Senior Management for Fiscal 2025, which does not form part of their remuneration for such period.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and members of our Senior Management have been appointed as a Key Managerial Personnel and members of our Senior Management

None of our Key Managerial Personnel and members of our Senior Management have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service Contracts with Key Managerial Personnel and members of our Senior Management

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, none of our Key Managerial Personnel and members of our Senior Management have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Changes in Key Managerial Personnel and members of our Senior Management

Except as disclosed below, there have been no changes in the Key Managerial Personnel and members of our Senior Management in the preceding three years:

Name	Date of Change	Reason for Change
CB Priya	July 18, 2025	Appointment as Chief Risk Officer
Arun Jayaprakash	April 1, 2025	Appointment as Director- Human Resources
Ganesh Sankararaman	October 22, 2024	Appointment as Chief Financial Officer
Veeraraghavan Ramanujan	October 22, 2024	Relinquishment as chief financial officer
Sharad Agarwal	August 12, 2024	Appointment as Chief Executive Officer

Payment or benefit to Key Managerial Personnel and our Senior Management

No non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or our Senior Management, within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, for services rendered as officers of our Company and dividend that may be payable in their capacity as Shareholders. For details of the related party transactions, see “*Restated Consolidated Financial Information – Note 34 – Related Party Transactions*” on page 407.

Employee Stock Options

For details about ESOP 2025, see “*Capital Structure – Employee Stock Option Scheme of our Company*” on page 107.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Vegesna Ananta Koti Raju, Vegesna Bala Saraswathi, STL, RCICPL and RVIPL.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 510,131,127 Equity Shares. For further details, see “*Capital Structure – Details of Equity Shares held by our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel and members of our Senior Management*” on page 103.

Individual Promoters

<p>Vegesna Ananta Koti Raju</p> 	<p>Vegesna Ananta Koti Raju, aged 66 years, is the Chairperson, Non-Executive Director and one of the Promoters of our Company.</p> <p>Date of birth: August 10, 1959</p> <p>Address: 5808, Trowbridge Way, San Jose, California, United States of America, 95138</p> <p>Permanent Account Number: AFTPV6702Q</p> <p>For the complete profile of Vegesna Ananta Koti Raju, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see “<i>Our Management – Board of Directors – Brief profile of Directors</i>” on page 327.</p> <p>As on date of this Draft Red Herring Prospectus, Vegesna Ananta Koti Raju does not hold any Equity Shares in the Company.</p>
<p>Vegesna Bala Saraswathi</p> 	<p>Vegesna Bala Saraswathi, aged 61 years, is the Non-Executive Director and one of the Promoters of our Company.</p> <p>Date of birth: August 8, 1964</p> <p>Address: 5808, Trowbridge Way, San Jose, California, United States of America, 95138</p> <p>Permanent Account Number: ASBPV1517A</p> <p>For the complete profile of Vegesna Bala Saraswathi, along with details of her educational qualifications, professional experience, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see “<i>Our Management – Board of Directors – Brief profile of Directors</i>” on page 327.</p> <p>As on date of this Draft Red Herring Prospectus, Vegesna Bala Saraswathi does not hold any Equity Shares in the Company.</p>

Corporate Promoters

STL

STL was originally incorporated as ‘Satyam Infoway Private Limited’ on December 12, 1995, under the Companies Act, 1956, as a private limited company. Effective August 31, 1997, STL was converted to a public limited company under section 43A of the Companies Act, 1956 and accordingly, its name was changed to Satyam Infoway Limited. Subsequently, the name was changed to Sify Limited, pursuant to a certificate of incorporation dated January 6, 2003. On May 2, 2003, the registered office of STL was shifted from Andhra Pradesh to Tamil Nadu, pursuant to order dated April 1, 2003 issued by the Company Law Board, Southern Region Bench, Chennai. As on the date of the Draft Red Herring Prospectus, the name of our Promoter is Sify Technologies Limited, pursuant to the certificate of incorporation dated October 8, 2007 issued by the Registrar of Companies, Tamil Nadu at Chennai. The registered office of STL is located at 2nd Floor, TIDEL Park, No 4, Canal Bank Road, Taramani, Chennai, 600 113, Tamil Nadu, India. The permanent account number of STL is AAACS9032R. For details, see “*History and Certain Corporate Matters - Our Holding Company*” on page 317.

As on the date of this Draft Red Herring Prospectus, its American Depository Shares are listed on NASDAQ Capital Market.

Nature of Business

STL is engaged in the business of providing network services and offers advanced connectivity solutions such as internet services, leases line services and wide area network solutions.

Change in Activities

There has been no change in business activities of STL since incorporation.

Board of Directors

1. Vegesna Ananta Koti Raju
2. Vegesna Bala Saraswathi
3. M P Vijay Kumar
4. Arun Seth
5. Thomas Michael Bradicich
6. Padmaja Chunduru
7. Ram Sewak Sharma

Capital Structure

The authorised capital of STL is ₹10,000,000,000 divided into 750,000,000 equity shares of face value of ₹10 each and 250,000,000 preference shares of face value of ₹10 each. The issued, subscribed and paid-up capital of STL is ₹ 4,345,249,730 divided into 434,524,973 equity shares of face value of ₹10 each. STL does not have any outstanding preference shares.

Shareholding Pattern

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total equity shareholding (%)
RCICPL	295,455,000	67.99
JP Morgan Chase Bank, NA**	70,397,710	16.20
RVIPL	34,343,689	7.90
Infinity Capital Ventures, LP, USA**	32,861,355	7.56
Vegesna Family Trust**	1,466,558	0.34
Investor Education Protection Fund Authority, Ministry of Corporate Affairs, Government of India	376	Negligible
B Rama Raju	100	Negligible
B Ramalinga Raju	100	Negligible
R Ramaraj	50	Negligible
Ajit N. Gautam	7	Negligible
K N Srinivasan	7	Negligible
V Ramasubramaniam	3	Negligible
Abha Appasamy	2	Negligible
V Ramanujan	2	Negligible
Suresh Raman	2	Negligible
R Hari Hara Moorthy	1	Negligible
K V Kasturi	1	Negligible
V Gangadharan	1	Negligible
Ganesh Sankararaman	1	Negligible
D Sriram	1	Negligible
Athmanandha Perumal	1	Negligible
M K J Mathana Krishnan	1	Negligible
M Chetan Jain	1	Negligible
R Srinivasaraghavan	1	Negligible
M Aravind	1	Negligible
S Mohan	1	Negligible
Karthik Narayanadoss	1	Negligible
Total	434,524,973	100.00

Note: Represents shareholding of STL, as on October 16, 2025

**Represents American Depositary Shares held by JP Morgan Chase Bank, NA, as ADR Depository Holder of STL on behalf of the respective ADS holders.

Change in control

There has been no change in the control of STL in the last three years preceding the date of this Draft Red Herring Prospectus.

Promoter of STL

RCICPL is the promoter of STL.

RCICPL

RCICPL was incorporated on July 14, 2011 at Chennai as a private limited company under the Companies Act, 1956. The registered office of RCICPL is at New No.4, Old No.59, Luz Avenue, Mylapore, Chennai, Tamil Nadu, India, 600004. The permanent account number of RCICPL is AAFCR3817E.

Nature of Business

RCICPL is engaged in the business of investment.

Change in Activities

There has been no change in business activities of RCICPL since incorporation.

Board of directors of RCICPL

1. Vegesna Bala Saraswathi
2. Vegesna Ananta Koti Raju
3. Chintaluri Venkata Rajeswara Rao

Capital Structure

The authorised capital of RCICPL is ₹ 1,56,00,00,000 divided into 6,000,000 equity shares of face value of ₹ 10 each and 150,000,000 preference shares of face value of ₹ 10 each. The issued, subscribed and paid-up capital of RCICPL is ₹ 1,484,817,960 divided into 5,981,796 equity shares of face value of ₹ 10 each, 450,000 preference shares of face value ₹ 100 each and 138,000,000 preference shares of face value of ₹ 10 each.

Shareholding Pattern

Equity Shares

Name of the shareholder	Number of equity shares of face value of ₹ 10 each	Percentage of the total equity shareholding (%)
RVIPL	5,981,796*	100.00
Total	5,981,796*	100.00

*Includes 1 share held by Chintaluri Venkata Rajeswara Rao as a nominee of RVIPL

Preference Shares

Name of the shareholder	Number of preference shares	Percentage of the total equity shareholding (%)
6% Non-cumulative redeemable preference share		
RVIPL	450,000	0.33
10% Non-cumulative non-convertible redeemable preference share		
RVIPL	28,000,000	20.22
Village Inns (India) Private Limited	110,000,000	79.45
Total	138,450,000	100.00

Change in control

There has been no change in the control of RCICPL in the last three years preceding the date of this Draft Red Herring Prospectus.

Promoter of RCICPL

RVIPL is the promoter of RCICPL.

RVIPL

RVIPL was incorporated on November 26, 1993 at Chennai as a private limited company under the Companies Act, 1956. The registered office of RVIPL is at New No.4, Old No.59, Luz Avenue, Mylapore, Chennai, Tamil Nadu, India, 600004. The permanent account number of RVIPL is AACCR6263K.

Nature of Business

RVIPL is primarily engaged in the business of, *inter alia*, information technology, software development, internet services, internet securities, software and hardware development.

Change in Activities

There has been no change in business activities of RVIPL since incorporation.

Board of directors of RVIPL

1. Vegesna Bala Saraswathi
2. Vegesna Ananta Koti Raju
3. Chintaluri Venkata Rajeswara Rao
4. Pasupulety Venkateswara Rao

Capital Structure

The authorised capital of RVIPL is ₹ 231,000,000 divided into 23,100,000 equity shares of face value of ₹ 10 each. The issued, subscribed and paid-up capital of RVIPL is ₹ 77,048,810 divided into 7,704,881 equity shares of face value of ₹ 10 each.

Shareholding Pattern

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total equity shareholding (%)
Vegesna Ananta Koti Raju	7,409,547	96.17
M/s. Vegesna Family Trust	295,334	3.83
Total	7,704,881	100.00

Change in control

There has been no change in the control of RVIPL in the last three years preceding the date of this Draft Red Herring Prospectus.

Promoter of RVIPL

Vegesna Ananta Koti Raju and Vegesna Family Trust are the promoters of RVIPL. For more details, please see “*Our Promoters and Promoter Group – Individual Promoters*” on page 341.

Our Company confirms that the permanent account numbers, bank account numbers, company registration numbers and address of the registrar of companies of our Promoters, as applicable will be submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Change in the control of our Company

There has not been any change in the control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus.

Interests of Promoters and Common Pursuits

Our Promoters are interested in our Company to the extent of: (i) promotion of our Company; (ii) its shareholding in our Company; (iii) the dividend payable, if any and any other distributions in respect of the Equity Shares held by it in our Company, directly or indirectly, from time to time; and (iv) any directorships that they may hold in our Company. For further details regarding the interest of our Individual Promoters as Directors, see “*Our Management – Board of Directors – Interests of Directors*” on page 330. For details of the Promoter’s shareholding in our Company, see “*Capital Structure – History of the share capital held by our Promoters and members of our Promoter Group*” on page 99.

Our Promoters does not have any interest in any property acquired in the preceding three years or proposed to be acquired by our Company.

No sum has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoters is interested as member in cash or shares or otherwise by any person, either to induce it to become or to qualify it, as director or promoter or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

There is no conflict of interest between the suppliers of raw materials and third-party service providers which are crucial for operations of our Company and Promoters and Promoter Group.

Except as disclosed below, there is no conflict of interest between the lessors of immovable properties which are crucial for operations of our Company and Promoters and Promoter Group:

STL, one of our Corporate Promoters, has licensed the immovable property to our Company where the Registered and Corporate Office of our Company is located. STL has also leased, licensed or assigned its other immovable properties to our Company for certain of our data centers namely, TIDEL Park, Noida 01, Hyderabad, Vashi and Rabale 01, 02, 03, 04 & 05. For further details, please see “*Risk Factors – 9. We are dependent on our Promoters, in particular STL. Any adverse change in our relationships with our Promoters, our business performance and operations could be materially adversely impacted.*” and “*Risk Factors – 37. Our data centers and Registered and Corporate Office are located on leased land. Any termination or failure by us to renew the lease agreements in a favorable and timely manner, or at all, could adversely affect our business, cash flows, results of operations and financial condition.*” on pages 40 and 57.

Further, STL owns the registered trademarks for the “Sify” brand and other brand names associated with our data center business, such as ‘Fortknock’, ‘Keeping You Ahead’ and ‘Sify DC Container’. Our Company also uses certain registered trademarks pursuant to the permitted user agreements executed with STL, each dated April 12, 2021. For further details, see “*History and Certain Corporate Matters - Business Transfer Agreement dated January 28, 2021 executed between our Company and STL*” and “*Government and Other Approvals – Intellectual Property*” on pages 321 and 474.

Payment of benefit to our Promoters or Promoter Group

Except as disclosed in “*Restated Consolidated Financial Information – Note 34 – Related Party Transactions*” and “*Dividend Policy*” on pages 407 and 348, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or any of the members of the Promoter Group other than in the ordinary course of business.

Other ventures of our Promoters

Other than as disclosed in “*Entities forming part of our Promoter Group*” and “*Our Management*” on pages 346 and 325, our Promoters are not involved in any other ventures.

Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Companies and firms with which our Promoters has disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated with any other company or firm in the last three years, as on the date of this Draft Red Herring Prospectus.

Name of the promoter	Name of the company from which Promoter has disassociated	Reasons for and circumstances leading to dissociation	Date of dissociation
STL	Print House	Pursuant to amalgamation	April 1, 2022
	Patel Auto	Pursuant to amalgamation	April 1, 2023

For other relevant confirmations in relation to our Promoters and Promoter Group, see “*Other Regulatory and Statutory Disclosures – Prohibition by SEBI, RBI or other Governmental Authorities*” on page 478.

Promoter Group

Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, an ‘immediate relative’ of a promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or the spouse) is required to form part of the ‘promoter group’. Accordingly, Ramakrishnama Raju Uddaraju, Krishna Prasad Uddaraju, Kasi Viswanadha Raju Uddaraju, Rama Lakshmi Pathi Bhogaraju Uddaraju (brothers of Vegesna Bala Saraswathi and brothers-in-law of Vegesna Ananta Koti Raju), Kalidindi Vijaya Lakshmi (sister of Vegesna Bala Saraswathi and sister-in-law of Vegesna Ananta Koti Raju), and Vegesna Venkata Subba Yesudata Raju (father of Vegesna Ananta Koti Raju and father-in-law of Vegesna Bala Saraswathi) (“**Disassociated PG Individuals**”) and Ananda Enterprises (India) Private Limited, Ananda Aqua Exports Private Limited, Ananda Bhagavati Foods Private Limited, Indus Mega Food Park Private Limited and any other entities/body corporates/firms/HUFs in which the Disassociated PG Individuals may have interest (individually or collectively) qualify as members of our promoter group in accordance with Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations (“**Disassociated PG Entities**”, together with the Disassociated PG Individuals, the “**Disassociated Group**”). In the absence of any information and confirmations required from the Disassociated PG Individuals, we are unable to ascertain a comprehensive and exhaustive list of the Disassociated PG Entities.

Pursuant to letters addressed to our Company, the Disassociated PG Individuals have expressed their intent to disassociate from the Company and its Promoters, and do not wish to be considered part of the Promoter Group. Consequently, they have not agreed to provide the requisite confirmations and undertakings for themselves and their Disassociated PG Entities in their capacity as promoter group of our Company.

Since we have not received nor is in a position to obtain the necessary information, to comply with the provisions of the SEBI ICDR Regulations, the disclosures in relation to the Disassociated Group in this Draft Red Herring Prospectus have been included to the extent the information was available and accessible in the public domain published on the websites of Watchout Investors, CIBIL, BSE Limited, National Stock Exchange of India Limited, and Ministry of Corporate Affairs. Our Company had filed an application dated September 29, 2025 with SEBI for seeking exemption under Regulation 300(1)(c) of the SEBI ICDR Regulations, from disclosing and providing relevant confirmations from the Disassociated Group in the DRHP. For details, please see “*Risk Factors – 19. Certain immediate relatives of our Promoters, who are deemed to be a part of our Promoter Group under the SEBI ICDR Regulations, have not provided their consent to be identified as members of our Promoter Group and have not provided information in respect of themselves and their relevant entities as Promoter Group. Consequently, we cannot assure you that the disclosures relating to such members of our Promoter Group are complete or up-to-date.*” on page 47.

The following entities and individuals constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural Persons forming part of our Promoter Group

S. No.	Name of the Promoter	Name	Relationship
1.	Vegesna Ananta Koti Raju	Vegesna Venkata Subba Yesudata Raju	Father
		Vegesna Bala Saraswathi ⁽¹⁾	Spouse
		Vegesna Ramanand Varma	Son
		Vegesna Srivani Nuka	Daughter
		Krishna Prasad Uddaraju	Spouse’s Brother
		Kasi Viswanadha Raju Uddaraju	Spouse’s Brother
		Ramakrishnama Raju Uddaraju	Spouse’s Brother
		Rama Lakshmi Pathi Bhogaraju Uddaraju	Spouse’s Brother
		Kalidindi Vijaya Lakshmi	Spouse’s Sister
2.	Vegesna Bala Saraswathi	Vegesna Ananta Koti Raju ⁽¹⁾	Spouse
		Vegesna Ramanand Varma	Son
		Vegesna Srivani Nuka	Daughter
		Krishna Prasad Uddaraju	Brother
		Kasi Viswanadha Raju Uddaraju	Brother
		Ramakrishnama Raju Uddaraju	Brother
		Rama Lakshmi Pathi Bhogaraju Uddaraju	Brother
		Kalidindi Vijaya Lakshmi	Sister
		Vegesna Venkata Subba Yesudata Raju	Spouse’s Father

⁽¹⁾ Also a Promoter.

Entities forming part of our Promoter Group

S. No	Name of the Entity
1.	Infinity Capital Ventures Management LLC
2.	Infinity Capital Ventures LP, USA
3.	Vegesna Family Trust, USA
4.	RVIPL ⁽¹⁾
5.	RCICPL ⁽¹⁾
6.	Raju Vegesna Agrofarms and Estates Private Limited
7.	V.A.R. Agrotech Private Limited
8.	V.R.R. Agrotech Private Limited
9.	Satya Sravanthi Agrofarms Private Limited
10.	Anantha Koti Raju Developers Private Limited
11.	Raju Vegesana Developers Private Limited
12.	Village Inns (India) Private Limited
13.	V.A.L.S. Developers Private limited
14.	V.R.R. Shelters Private Limited
15.	KKAAR Farms and Developers Private Limited
16.	Raju Vegesna Properties (India) Private Limited
17.	Vegesna Family Trust, India
18.	Raju Vegesna Foundation, India
19.	STL ⁽¹⁾
20.	Sify Digital Services Limited
21.	Sify Data and Managed Services Limited

22.	Sify Technologies (Singapore) Pte Ltd
23.	Sify Technologies North America Corporation
24.	SKVR Software Solution Private Limited
25.	Ananda Aqua Exports Private Limited
26.	Ananda Enterprises (India) Private Limited
27.	Ananda Bhagavati Foods Private Limited
28.	Indus Mega Food Park Private Limited

⁽¹⁾ Also a Promoter.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board to the Shareholders for their approval in the Annual General Meeting, at their discretion, subject to compliance with the Articles of Association and provisions of the Companies Act, including the rules made thereunder and other relevant regulations, if any, each as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Act. The dividend policy of our Company was approved and adopted by way of a resolution dated September 25, 2025 passed by the Board of Directors.

The Board shall, inter alia, consider certain financial, internal and external parameters including but not limited to net operating profit of current year, capital expenditure and working capital requirements, long term growth plan, business expansion, economic conditions and prevalent market practices in of dividend payment in similar industry. The objective of the dividend policy is to lay down the parameters to be considered by the Board before declaring or recommending dividend to the Shareholders for a financial year.

The quantum of dividend to be distributed, if any, will depend on a number of factors, including profit earned during the current financial year, overall financial conditions, cost of raising funds from alternative sources, money market conditions, expansion plans, macro-economic conditions and regulatory changes including introduction of new or changes in existing tax or regulatory requirements (including dividend distribution tax) having significant impact on our Company's operations or finances.

There is no guarantee that any dividends will be declared or paid in the future. For details in relation to risks involved in this regard, see "*Risk Factors – 54. We cannot assure you that we will pay dividends on your Equity Shares in the future*" on page 65.

Our Company has not declared dividends on the Equity Shares during the preceding three Fiscals or since June 30, 2025 until the date of this Draft Red Herring Prospectus.

Except as disclosed, our Company has not declared any dividends during the last three Fiscals and in the current Fiscal until the date of this Draft Red Herring Prospectus, on the Preference Shares on a cumulative basis:

Particulars	From July 1, 2025 till date of the DRHP	As of and for the three-month period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Number of CCPS	50,000,000	50,000,000	50,000,000	50,000,000	-
Face value per CCPS (in ₹)	10	10	10	10	-
Paid up value per CCPS	500,000,000	500,000,000	500,000,000	500,000,000	-
Interim Dividend (in ₹ million)	-	-	15.04	-	-
Final Dividend (in ₹ million)	14.96	-	7.46	144.12	-
Aggregate Dividend (in ₹ million)	14.96	-	22.50	144.12*	-
Dividend per fully paid up CCPS (in ₹)	0.30	-	0.45	2.89	-
Dividend per partly paid up CCPS (in ₹)	-	-	-	-	-
Rate of dividend	6%	-	6%	9% till December 2024 & 6% from January 2025	-
Mode of payment	Bank transfer	-	Bank transfer	Bank transfer	-

*The dividend paid during FY2023-24 of ₹144.12 million is cumulative dividend paid from Fiscal 2021 to Fiscal 2024 and paid on January 5, 2024.

SECTION V: FINANCIAL INFORMATION
RESTATED CONSOLIDATED FINANCIAL INFORMATION

(The remainder of this page is intentionally left blank)

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors Sify Infinit Spaces Limited

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of **Sify Infinit Spaces Limited** (the "Company" or the "Issuer") and its associate, comprising the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2025 and as at March 31, 2025, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the three month period ended June 30, 2025 and for the year ended March 31, 2025, the summary of material accounting policies, and other explanatory information, and the Restated Standalone Statement of Assets and Liabilities as at March 31, 2024 and 2023, the Restated Standalone Statement of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of Changes in Equity, the Restated Standalone Statement of Cash Flows for the years ended March 31, 2024 and 2023, the summary of material accounting policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on September 25, 2025 for the purpose of inclusion in the draft red herring prospectus ("**DRHP**") prepared by the Company in connection with its proposed initial public offering of equity shares ("**IPO**") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (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. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") and Registrar of Companies, Tamil Nadu at Chennai ("**ROC**") in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note B to the Restated Consolidated Financial Information. The respective Board of Directors of the Company and of its associate responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Company and its associate complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Consolidated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 25, 2025 in connection with the proposed IPO of equity shares of the Company;
 - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:
 - a) Audited special purpose interim consolidated financial statements of the Company and its associate as at and for the three month period ended June 30, 2025, prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India except for the inclusion of comparative information as those are not being given in the Restated Consolidated Financial Information as per the option available to the Issuer under Paragraph (A) (I) of Clause 11(I) of Part A of Schedule VI of the ICDR Regulations (the "special purpose interim consolidated financial statements") which have been approved by the Board of Directors at their meeting held on September 25, 2025;
 - b) Audited consolidated financial statements of the Company and its associate as at and for the year ended March 31, 2025, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on April 18, 2025; and
 - c) Audited standalone financial statements of the Company as at and for the years ended March 31, 2024 and 2023 prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on April 22, 2024 and April 24, 2023 respectively.
5. For the purpose of our examination, we have relied on Auditor's Reports issued by us (a) dated September 25, 2025 on the special purpose interim consolidated financial statements of the Company as at for the three month period ended June 30, 2025 (b) dated April 18, 2025 on the consolidated financial statements of the Company as at and for the year ended March 31, 2025, and (c) dated April 22, 2024 and April 24, 2023 on the standalone financial statements of the Company as at and for the years ended March 31, 2024 and 2023 respectively, as referred in Paragraph 4 above.
6. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:
 - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2025, 2024 and 2023, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three month period ended June 30, 2025;
 - b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim consolidated financial statements of the Company as at for the three month period ended June 30, 2025, audited consolidated financial statements for the year ended March 31, 2025 and audited standalone financial statements for the years ended March 31, 2024 and 2023, mentioned in Paragraph 4 above.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI, the Stock Exchanges and the ROC in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume

any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Place: Chennai
Date: September 25, 2025

For **Manohar Chowdhry & Associates**
Chartered Accountants
Firm Registration No: 001997S

K S Y Suryanandh
Partner
Membership No: 237830
UDIN: 25237830BMNTMS3255

Restated Consolidated Statement of Assets and Liabilities

(All amounts are in Indian Rupees millions except share data and as stated)

	Note No. (D)	Consolidated		Standalone	
		As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS					
(1) Non-current assets					
(a) Property, Plant and Equipment	1A	22,452.21	18,099.34	12,574.38	10,360.20
(b) Right-of-use Assets	2	8,754.39	5,474.98	4,802.18	3,722.68
(c) Capital work -in- progress	1B	4,584.95	7,887.81	8,911.40	5,103.20
(d) Intangible assets	3	1.71	2.00	3.10	0.40
(e) Financial assets					
(i) Investments	4	2,389.74	2,297.53	1,298.01	606.32
(ii) Other financial assets	5	2,515.90	3,361.46	1,509.57	441.50
(f) Deferred Tax assets	28	970.80	915.08	772.89	503.99
(g) Other non-current assets	6	1,420.21	1,738.13	4,584.73	2,818.50
		43,089.91	39,776.33	34,456.26	23,556.79
(2) Current assets					
(a) Financial assets					
(i) Trade receivables	7	3,464.31	2,879.27	2,612.80	2,606.20
(ii) Cash and Bank balances	8A	266.20	2,969.39	1,282.84	2,140.00
(iii) Other Bank balances	8B	1,236.16	355.31	1,636.30	751.20
(iv) Other financial assets	9	246.66	112.51	141.57	63.00
(b) Other current assets	10	1,105.92	954.26	1,023.12	757.04
		6,319.25	7,270.74	6,696.63	6,317.44
Total Assets		49,409.16	47,047.07	41,152.89	29,874.23
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	11	5,101.31	5,101.31	5,058.60	5,058.60
(b) Other Equity	12	12,441.95	12,306.95	10,423.19	4,110.74
		17,543.26	17,408.26	15,481.79	9,169.34
LIABILITIES					
(1) Non - current liabilities					
(a) Financial liabilities					
(i) Borrowings	13	18,660.64	20,977.22	17,083.60	12,888.10
(ii) Lease liabilities	2	5,586.28	2,809.35	2,704.40	1,990.70
(b) Provisions	14	16.07	11.50	5.10	6.00
(c) Other non-current liabilities	15	36.00	36.00	36.00	36.00
		24,298.99	23,834.07	19,829.10	14,920.80
(2) Current liabilities					
(a) Financial liabilities					
(i) Borrowings	16	3,042.58	2,204.27	2,799.00	2,923.50
(ii) Lease liabilities	2	366.46	214.59	199.00	344.90
(iii) Trade payables	17				
Total outstanding dues to micro enterprises and small enterprises		98.23	32.73	9.14	5.50
Total outstanding dues to creditors other than micro enterprises and small enterprises		1,328.13	2,012.14	1,382.25	939.89
(iv) Other financial liabilities	18	2,304.14	787.44	1,086.70	1,181.00
(b) Other current liabilities	19	423.06	550.62	358.71	387.60
(c) Provisions	14	4.31	2.95	7.20	1.70
		7,566.91	5,804.74	5,842.00	5,784.09
Total Equity and Liabilities		49,409.16	47,047.07	41,152.89	29,874.23

Material accounting policies and notes to the restated consolidated financial information (Refer notes C,D and E)

The accompanying notes referred to above form an integral part of the restated consolidated financial information

As per our report of even date attached.

for Manohar Chowdhry & Associates

Chartered Accountants

Firm Registration No.: 001997S

K S Y Suryanandh

Partner

Membership No.: 237830

Chennai

September 25, 2025

For and on behalf of the Board of Directors

Sify Infnit Spaces Limited

CIN:U74999TN2017PLC119607

Vegesna Anantakoti Raju

Director

DIN: 00529027

Ganesh Sankararaman

Chief Financial Officer

Chintaluri Venkata Rajeswara Rao

Whole-time Director

DIN: 02624863

Devendiriya Jayaraman Poornasandar

Company Secretary and Compliance officer

Restated Consolidated Statement of Profit and Loss

(All amounts are in Indian Rupees millions except share data and as stated)

Particulars	Note No. (D)	Consolidated		Standalone	
		For the quarter ended June 30, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations	21	3,985.98	14,283.65	11,141.70	10,213.40
Other income	22	69.44	259.10	275.40	177.30
Total income		4,055.42	14,542.75	11,417.10	10,390.70
Expenses					
Cost of services rendered	23	1,549.31	5,824.00	4,773.70	4,645.00
Employee benefits expense	24	176.04	544.36	408.60	318.90
Finance costs	25	564.15	1,528.14	1,200.50	951.90
Depreciation and amortisation expense	1,2 and 3	1,075.70	3,268.16	2,555.17	2,083.00
Other expenses	26	482.84	1,575.00	1,337.35	1,123.44
Total expenses		3,848.04	12,739.66	10,275.32	9,122.24
Profit before share of profit / (loss) of an associate		207.38	1,803.09	1,141.78	1,268.46
Associate Share of profit/(loss)		(11.41)	(0.45)	-	-
Profit Before Tax		195.97	1,802.64	1,141.78	1,268.46
Tax expense					
Current Tax		(114.89)	(681.23)	(478.20)	(446.50)
Deferred Tax	28	55.24	142.19	268.90	144.90
Total Tax Expenses		(59.65)	(539.04)	(209.30)	(301.60)
Profit After Tax		136.32	1,263.60	932.48	966.86
Other comprehensive income					
Items that will not be reclassified to profit or loss in subsequent periods					
Remeasurements of net defined benefit liability/(asset) (net off tax)		(1.32)	(2.28)	(1.22)	(4.30)
Total other comprehensive income		(1.32)	(2.28)	(1.22)	(4.30)
Total comprehensive income		135.00	1,261.32	931.26	962.56
Earnings per equity share (₹ 10 paid up)	30				
Basic		0.27	2.45	1.84	1.91
Diluted		0.26	2.41	1.84	1.90

Material accounting policies and notes to the restated consolidated financial information (Refer notes C,D and E)

The accompanying notes referred to above form an integral part of the restated consolidated financial information

As per our report of even date attached.

for Manohar Chowdhry & Associates

Chartered Accountants

Firm Registration No.: 001997S

For and on behalf of the Board of Directors

Sify Infnit Spaces Limited

CIN:U74999TN2017PLC119607

K S Y Suryanandh

Partner

Membership No.: 237830

Vegesna Anantakoti Raju

Director

DIN: 00529027

Chintaluri Venkata Rajeswara Rao

Whole-time Director

DIN: 02624863

Chennai

September 25, 2025

Ganesh Sankararaman

Chief Financial Officer

Devendiriya Jayaraman Poornasandar

Company Secretary and Compliance officer

Restated Consolidated Statement of Cash Flow

(All amounts are in Indian Rupees millions except share data and as stated)

Particulars	Consolidated		Standalone	
	For the period ended June 30, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	195.97	1,802.64	1,141.78	1,268.46
Adjustments for:				
Depreciation and amortisation expense	1,075.70	3,268.16	2,555.17	2,083.00
Share of loss of the associate	11.41	0.45	-	-
Finance expenses (considered separately)	564.15	1,528.14	1,200.50	906.90
Interest on Preference Capital	-	-	-	45.00
Allowance for doubtful debts	-	15.00	30.00	20.00
Provision for doubtful advances	-	-	1.80	1.00
Amortisation of lease prepayments	7.74	-	3.70	(0.30)
Creditors written back	-	-	-	(3.54)
Rental and other incidental Income	-	-	-	(0.10)
Investment written off	-	-	4.31	-
Unrealised foreign exchange fluctuation loss/ (gain), net	0.84	4.51	29.94	(31.96)
Interest income (considered separately)	(54.09)	(210.17)	(229.80)	(86.80)
(Profit) /loss on sale of Property, Plant and Equipment (net)	(7.42)	(17.99)	3.00	(4.00)
Operating profit / (loss) before working capital changes	1,794.30	6,390.74	4,740.40	4,197.66
(Increase)/decrease in trade receivables - current	(586.00)	(283.18)	(36.30)	582.80
(Increase)/decrease in other financial assets - current	(138.64)	26.15	(42.10)	(14.59)
(Increase)/decrease in other financial assets - non current	848.12	(1,856.25)	(1,168.26)	(407.70)
(Increase)/decrease in other non current assets	(48.09)	(147.25)	(37.33)	237.91
(Increase)/decrease in other current assets	(151.60)	(283.40)	86.10	82.28
(Increase)/decrease in other bank balances	(880.55)	1,281.05	(885.10)	(407.40)
Increase/(decrease) in trade payables	(622.50)	653.15	438.60	411.91
Increase/(decrease) in other non current liabilities	-	-	-	36.00
Increase/(decrease) in other financial liabilities - current	1,003.49	292.21	(299.00)	(389.12)
Increase/(decrease) in other current liabilities	25.90	38.47	(28.90)	101.94
Increase/(decrease) in provisions - non current	3.30	4.11	(2.11)	(3.00)
Increase/(decrease) in provisions - current	1.30	(4.24)	5.50	(0.29)
Cash generated from operations	1,249.03	6,111.56	2,771.50	4,428.40
Tax (paid)/refund received	(241.99)	(637.40)	(660.10)	(694.40)
Net cash generated from operating activities (A)	1,007.04	5,474.16	2,111.40	3,734.00
Cash flow from investing activities				
Purchase of Property, Plant and Equipment	(1,146.02)	(4,182.41)	(9,227.20)	(8,540.44)
Investment made in equity shares	(103.60)	-	(196.00)	(150.30)
Investment made in Preference Shares	-	(1,000.00)	(500.00)	-
Amount paid for acquisition of right of use assets	(423.40)	(722.74)	(167.65)	(943.60)
Sale proceeds of Property, Plant and Equipment	15.72	17.97	-	4.40
Rental Income	-	-	-	0.10
Interest income received	54.86	203.21	183.30	51.50
Net cash used in investing activities (B)	(1,602.44)	(5,683.97)	(9,907.55)	(9,578.34)

Restated Consolidated Statement of Cash Flow

(All amounts are in Indian Rupees millions except share data and as stated)

Particulars	Consolidated		Standalone	
	For the period ended June 30, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flow from financing activities				
Proceeds from long-term borrowings	963.14	8,356.10	5,840.41	5,936.30
Repayment of long-term borrowings	(3,118.46)	(5,884.81)	(2,077.76)	(1,403.91)
Proceeds from issue of Compulsorily Convertible Debentures	-	-	6,000.00	2,980.00
Proceeds from issue of Non-Convertible Debentures	-	2,500.00	-	-
Increase/(decrease) in short-term borrowings	692.50	(279.50)	(495.60)	(464.90)
Loan received/(repaid) from/to Fellow subsidiary company	-	(298.00)	108.00	100.00
Increase/(decrease) of lease liabilities	(229.27)	(445.85)	(411.20)	(302.00)
Dividend paid on Non-Cumulative Compulsorily Convertible Preference Shares	-	(22.50)	-	-
Premium received on issue of Non-Convertible Debentures	-	5.75	-	-
Interest paid	(415.71)	(2,035.03)	(1,691.71)	(763.73)
Net cash (used in) / generated from financing activities (C)	(2,107.80)	1,896.16	7,272.14	6,081.76
Effect of exchange differences on translation of cash and bank balances (D)	0.01	0.20	0.20	-
Net increase/(decrease) in cash and cash equivalents during the period / year (A) + (B) + (C) + (D)	(2,703.19)	1,686.55	(523.81)	237.42
Cash and cash equivalents at the beginning of the period / year	2,969.39	1,282.84	1,806.65	1,569.08
Cash and cash equivalents at the end of the period / year [Refer Note D (8A)]	266.20	2,969.39	1,282.84	1,806.50

Cash and cash equivalents at the beginning of the year April 01, 2023 includes ₹ 0.15 from Print house (India) Private Limited on account of merger

Non-Cash financing and investing activities [Refer Note D (27)]

Disclosure of changes in liabilities arising from financing activities [Refer Note D (27)]

Material accounting policies and notes to the restated consolidated financial information (Refer notes C,D and E)

As per our report of even date attached.

for Manohar Chowdhry & Associates
Chartered Accountants
Firm Registration No.: 001997S

For and on behalf of the Board of Directors
Sify Infinit Spaces Limited
CIN:U74999TN2017PLC119607

K S Y Suryanandh
Partner
Membership No.: 237830

Vegesna Anantakoti Raju
Director
DIN: 00529027

Chintaluri Venkata Rajeswara Rao
Whole-time Director
DIN: 02624863

Chennai
September 25, 2025

Ganesh Sankararaman
Chief Financial Officer

Devendiriya Jayaraman Poornasandar
Company Secretary and Compliance officer

Restated Consolidated Statement of Changes in Equity

(All amounts are in Indian Rupees millions except share data and as stated)

Particulars	Reserves and surplus			Other Components of Equity				Total
	Retained earnings	Securities Premium*	Capital Reserve	Share Application pending allotment*	Compulsorily Convertible Debentures*	Compulsorily Convertible Preference Shares	Remeasurements of net defined benefit liability/(asset)	
2023-24 (Standalone)								
Balance as at April 01, 2023 - (A)	2,219.03	376.59	91.40	42.71	1,807.41	-	(7.10)	4,530.04
Changes in accounting policy/prior period errors - (B)								-
Restated Balance as at April 01, 2023 - (C = A+B)	2,219.03	376.59	91.40	42.71	1,807.41		(7.10)	4,530.04
Profit for the year - (D)	932.48	-	-					932.48
Other comprehensive income - (E)	-	-	-				(1.22)	(1.22)
Total comprehensive income for the year - (F=D+E)	932.48						(1.22)	931.26
Equity component of compound financial instrument - (G)					4,461.89	500.00		4,461.89
Equity component of Non - Cumulative compulsorily convertible preference shares - (H)								500.00
Balance as at March 31, 2024 (Standalone) - (I) = (C+F+G+H)	3,151.51	376.59	91.40	42.71	6,269.30	500.00	(8.32)	10,423.19
2022-23 (Standalone)								
Balance as at April 01, 2022 - (A)	1,512.93				3,225.00		(2.80)	4,735.13
Changes in accounting policy/prior period errors - (B)	143.27				(1,417.59)			(1,274.32)
Restated Balance as at April 01, 2022 - (C = A+B)	1,656.20				1,807.41		(2.80)	3,460.81
Profit for the year - (D)	966.86							966.86
Other comprehensive income - (E)							(4.30)	(4.30)
On Account of merger - (F)	(404.03)		91.40					(312.63)
Total comprehensive income for the year - (G=D+E+F)	562.83		91.40				(4.30)	649.93
Balance as at March 31, 2023 (Standalone) - (H) = (C+G)	2,219.03	-	91.40	-	1,807.41	-	(7.10)	4,110.74

*Refer note B(6a & 6b) note D(12)

Material accounting policies and notes to the restated consolidated financial information (Refer notes C, D and E)

The accompanying notes referred to above form an integral part of the restated consolidated financial information

As per our report of even date attached.

for **Manohar Chowdhry & Associates**

Chartered Accountants

Firm Registration No.: 0019975

For and on behalf of the Board of Directors

Sify Infinit Spaces Limited

CIN:U74999TN2017PLC119607

K S Y Suryanandh

Partner

Membership No.: 237830

Vegesna Anantakoti Raju

Director

DIN: 00529027

Chintaluri Venkata Rajeswara Rao

Whole-time Director

DIN: 02624863

Chennai

September 25, 2025

Ganesh Sankaraman

Chief Financial Officer

Devendriya Jayaraman Poornasandar

Company Secretary and Compliance officer

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

A. CORPORATE INFORMATION

Sify Infinit Spaces Limited ('Sify' or 'the Company') is a Company domiciled in India. The address of the Company's registered office is 2nd Floor, Tidel Park, 4, Rajiv Gandhi Salai, Taramani, Chennai - 600113, India. The Company and its associate company SKVR Software Solution Private Limited (are together referred to as the 'Group' and individually as 'Group entities'). The Group offers Data Center services through its data centers located in Chennai, Mumbai, NOIDA, Bangalore, Hyderabad and Kolkata. The Company was incorporated on November 20, 2017 as a wholly owned subsidiary of Sify Technologies Limited ('Holding Company/ Promoter Company').

During the FY 2020-21, the Company acquired Data Center business from its Holding Company vide Business Transfer Agreement. During the financial year 2024-25, the Company issued Listed, Secured, Rated Non - Convertible Debentures (NCDs) which are listed on BSE effective October 04, 2024.

B. BASIS OF PREPARATION

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set-out in note C (23). Based on the nature of products and services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

1. Statement of Compliance and basis of preparation

The Restated Consolidated Financial Information, comprise the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2025 and as at March 31, 2025, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the three month period ended June 30, 2025 and for the year ended March 31, 2025, the summary of material accounting policies, and other explanatory information, and the Restated Standalone Statement of Assets and Liabilities as at March 31, 2024 and 2023, the Restated Standalone Statement of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of Changes in Equity, the Restated Standalone Statement of Cash Flows for the years ended March 31, 2024 and 2023, the summary of material accounting policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information").

These Restated Consolidated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI'), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") in connection with the proposed initial public offering of equity shares of face value of INR 10 each of the Company comprising an offer for sale of equity shares held by the selling shareholder (the "Offer"), prepared by the Company in terms of the 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; and
- c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note")

-The Restated Consolidated Financial Information has been compiled by the Group from:

- a) Audited special purpose consolidated interim financial statements of the Group as at and for the three months period ended June 30, 2025 prepared in accordance with Indian Accounting Standard 34 ('Ind AS 34') "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, except for inclusion of comparative information as those are not being given in the Restated Consolidated Financial Information as per the exemption available to the Issuer under Paragraph (A) (i) of Clause 11(I) of Part A of Schedule VI of the SEBI ICDR Regulations, and other accounting principles generally accepted in India,
- b) Audited Consolidated financial statements of the Group as at and for the year ended March 31, 2025 and Audited financial statements as at and for the year ended March 31, 2024 and March 31, 2023 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on April 18, 2025, April 22, 2024 and April 24, 2023 respectively. These Restated Consolidated Financial Information are presented in Indian Rupees (INR), which is also the Company's functional currency.

All amounts have been rounded to the nearest millions, unless otherwise indicated.

-The Restated Consolidated Financial Information:

- a) Has been prepared after incorporating adjustments in respect of changes in the accounting policies, material errors, and regrouping / reclassifications, if any, retrospectively in the years ended March 31, 2025, March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three months period ended June 30, 2025; and
- b) Does not require any adjustment for qualifications as there are no qualifications in the underlying auditors' reports which require any adjustments.
- c) These Restated Consolidated Financial Information have been prepared as a going concern on the basis of relevant Ind AS that are effective at the Group's reporting date, June 30, 2025.
- d) These Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the board meetings for adoption of the Consolidated financial statements of the Group as at and for the three months period ended June 30, 2025 and as at for the year ended March 31, 2025 and financial statements as at and for the year ended March 31, 2024 and March 31, 2023.
- e) The Restated Consolidated Financial Information are approved for issue by the Company's Board of Directors on September 25, 2025.

2. Basis of Measurement

The restated consolidated financial information have been prepared on the historical cost basis except for the following:

- Derivative financial instruments are measured at fair value

- Financial assets at fair value through other comprehensive income are measured at fair value
- Financial instruments at fair value through profit or loss are measured at fair value.
- Share-based payments
- The defined benefit asset is recognized as the net total of the plan assets, plus unrecognized past service cost and unrecognized actuarial losses, less unrecognized actuarial gains and the present value of the defined benefit obligation.
- In relation to lease prepayments, the initial fair value of the security deposit is estimated as the present value of the refundable amount, discounted using the market interest rates for similar instruments. The difference between the initial fair value and the refundable amount of the deposit is recognized as a Right of Use Asset.

The above items have been measured at fair value and the methods used to measure fair values are discussed further in Note C (18)."

3. Standards (Amendments) issued and effective

(i) Amendments to Ind AS 21 - Lack of exchangeability

The MCA notified amendments to Ind AS 21 The effects of changes in foreign exchange rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its Ind AS financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025. When applying the amendments, an entity cannot restate comparative information. The amendments are not expected to have an impact on the Company's Restated Financial Statements.

(ii) Amendments to Ind AS 12 - International Tax Reform—Pillar Two Model Rules

The Ministry of Corporate Affairs notified amendments to Ind AS 12 Income Taxes in response to the Organisation for Economic Co-operation and Development (OECD's) Base Erosion and Profit Shifting (BEPS) Pillar Two rules and include:

A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

jurisdictional implementation of the Pillar Two model rules; and

Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after April 01, 2025, but not for any interim periods ending on or before March 31, 2026. The amendments are not expected to have a impact on the Company's Restated Financial Statements."

(iii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

The Ministry of Corporate Affairs notified amendments to paragraphs 69 to 76 of Ind AS 1 Presentation of Financial Statements to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025 and must be applied retrospectively. The Group is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation.

(iv) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

The Ministry of Corporate Affairs notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance

arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments will be effective for annual reporting periods beginning on or after April 01, 2025 and impact on the amendment has been disclosed in Restated Financial statements note D(18).

4. Functional and Presentation Currency

The restated consolidated financial information have been prepared in Indian Rupee (₹) which is the functional currency of the Company. All financial information presented in Indian Rupees has been rounded to nearest millions except where otherwise indicated."

5. Use of estimates and judgements

The preparation of restated consolidated financial information in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial information, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates, judgements and assumption having the most significant effect on the amounts recognized in the financial information are:

- Valuation of financial instruments [Note C(2)]
- Expected Credit losses on Financial Assets [Note C(2)]
- Useful lives of property, plant and equipment [Note C(4)]
- Useful lives of intangible assets [Note C(6)]
- Estimate of Lease term and measurement of Right of Use Assets and Lease Liabilities [Note C(7)]
- Impairment testing [Note C(9)]
- Measurement of defined employee benefit obligations [Note C (10)]
- Measurement of share-based payments [Note C(11)]

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

- Provisions [Note C(12)] aggregating to ₹ 14.50 which resulted in the Net loss of ₹ 14.49
- Identification of performance obligation and timing of satisfaction of performance obligation, measurement of transaction price on revenue recognition [Note C(13)]
- Utilization of tax losses and computation of deferred taxes [Note C(16)]

6. Other Adjustments

(a) Merger of Patel Auto Engineering Company (India) Private Limited

During the year 2022-23, Sify Technologies Limited (Holding Company) has acquired Patel Auto Engineering Company (India) Private Limited ("PAECIPL") having its registered office in Rabale, Navi Mumbai through Share Purchase agreement dated March 22, 2023 for a consideration of ₹ 525 which has been paid to erstwhile shareholders of PAECIPL. PAECIPL has no other asset except a Land allocated by MIDC in their books as on the date of Acquisition. The said land was used for constructing a Data Centre at Rabale, by the company.

During FY2023-24, the Board of Directors have given an approval to file a Scheme of Amalgamation ('Scheme') for the merger of its fellow subsidiary, PAECIPL with the Company. The Scheme of Amalgamation of PAECIPL with SISL is filed with Hon'ble NCLT on February 9, 2024. Scheme of amalgamation is approved by the Hon'ble NCLT on January 09, 2025 effective April 01, 2023. Accordingly, Company has issued 42,71,365 equity shares to the shareholders of PAECIPL.

Consequent to the approval of scheme of amalgamation by Hon'ble NCLT effective April 01, 2023, the financial statements for April 01, 2023 and March 31, 2024 have been prepared giving effect to the merger order.

Accounting treatment of the Scheme of Merger are as follows:

1. The aforesaid merger are accounted for as per Ind AS 103 - Business Combinations
2. The identity of assets and liabilities as appearing in PAECIPL have been carried forward in these financial statements.
3. Intercompany balances and transactions have been eliminated on merger
4. During the year the transferor ("PAECIPL") has an other income of ₹ 0.01 and total expenses

5. This financial statements as on March 31, 2024 includes the values of PAECIPL and hence are not comparable with the Financial Statements as on March 31, 2023 representing values of only Sify Infinit Spaces Limited."

The fair value of assets, liabilities and reserves pertaining to PAECIPL appearing in the financial statements of the Merged entity as at April 01, 2023 as follows.

Particulars	Amount (₹)
Right of Use Assets	504.00
Other current assets	0.50
Total Assets	504.50
Borrowings	85.00
Other Current Liabilities	0.20
Total Liabilities	85.20
Net assets acquired	419.30
Consideration Paid	419.30
Goodwill / Capital reserve	-

(b) Presentation of Compound Financial Instruments

The Company had issued Compulsorily Convertible Debentures ("CCDs") to Sify Technologies Limited ("STL"), Kotak Special Situation Fund ("KSSF") and Kotak Data Center Fund ("KDCF") amounting to of ₹ 2,225, ₹ 4,000 and ₹ 6,000, respectively. The CCDs issued to KSSF are backed by a Put Option Agreement with the holding Company M/s Sify Technologies Limited. These CCDs carry an obligation to pay a fixed interest of 6% p.a.

Previously, the Company presented these CCDs as financial liabilities in the financial statements until the fixed number of shares to be issued upon conversion of the CCDs was determined. Subsequently, once the fixed number of shares to be issued upon conversion was determined, these CCDs were presented as equity. The Company has recognized the entire interest paid as an expense in the Statement of Profit and Loss as there is an unconditional obligation on the Company to make the interest payments.

The Company re-evaluated the presentation of Compound Financial Instruments in accordance with Ind AS 32 and concluded that a change in presentation is required as below:

- The present value of the future interest obligation should be presented as a financial liability.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

- The residual value after deducting the financial liability component identified above is to be evaluated under Ind AS 32, for determining whether the financial instrument is a financial liability or equity.

Accordingly, the residual portion of the CCDs is to be presented as a financial liability until the fixed number of shares to be issued upon conversion is determined. Once the fixed number of shares are determined, the residual value should be presented as equity. Further, the Company determined that only the interest on the present value of the future interest obligation on CCDs should be recognized in the Statement of Profit and Loss rather than the interest amount on the entire CCDs. When the liquidity event happens as per the terms of CCDs, the unmatured portion of the present value of future interest obligation recognized as financial liability should be classified as equity. These CCDs are presented separately as "Other Equity" and will be presented as non-controlling interest upon issue of equity shares in the future. For additional information, see Notes D(12), D(13) & D(16) herein.

The opening balance of assets, liabilities and equity for the earliest prior period presented has been restated.

The following tables present the impact on previously reported amounts in specific line items in the financial statements as at March 31, 2024.

Changes in Statement of Assets and Liabilities:

Particulars	March 31, 2024 (Standalone)		
	Reported	Adjustment	Restated
Equity:-			
Other equity	14,190.70	(3,767.51)	10,423.19
Liabilities:-			
Non-current borrowings	13,768.89	3,314.71	17,083.60
Current borrowings	2,346.20	452.80	2,799.00

Changes in Statement of Profit and Loss:

Particulars	March 31, 2024 (Standalone)		
	Reported	Adjustment	Restated
Finance costs	1,545.40	(344.90)	1,200.50
Profit before tax	796.88	344.90	1,141.78
Tax expense	(209.30)	-	(209.30)
Profit after tax	587.58	344.90	932.48
Total comprehensive income	586.36	344.90	931.26

C. MATERIAL ACCOUNTING POLICIES

1. Foreign currency

(i) Foreign currency transactions and balances

Transactions in foreign currencies are initially recognized in the financial information using exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the relevant functional currency at the exchange rates prevailing at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate prevailing on the date that the fair value was determined. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Foreign currency differences arising on translation are recognized in the Statement of Profit and Loss for determination of net profit or loss during the period.

(ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to the functional currency at exchange rates at the reporting date. The income and expenses of foreign operations and cash flows are translated to the functional currency using average exchange rates during the period. Any differences arising on such translation are recognized in other comprehensive income. Such differences are included in the foreign currency translation reserve "FCTR" within other components of equity. When a foreign operation is disposed off, in part or in full, the relevant amount in the FCTR is transferred to profit or loss.

2. Financial Instruments

a. Financial Assets

Financial assets comprises investments in equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

Initial recognition:

All financial assets are recognised initially at fair value except trade receivables. In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value on initial recognition. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Subsequent measurement:

(i) Financial assets measured at amortized cost:

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cashflows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortisation is recognised as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following financial assets at amortised cost

- a) Trade receivable
- b) Other financial assets.

(ii) Financial assets at fair value through other comprehensive income (FVTOCI):

Financial assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair value movements in financial assets at FVTOCI are recognised in other comprehensive income.

Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the company classifies the same either as at FVTOCI or FVTPL. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends, are recognised in other comprehensive income (OCI).

(iii) Financial assets at fair value through profit or loss (FVTPL):

Financial asset are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortised cost or at fair value through other comprehensive income. All fair value changes are recognised in the Statement of Profit and Loss.

Derecognition of financial assets:

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred and the transfer qualifies for derecognition. On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognised in the Statement of Profit and Loss.

Impairment of financial assets:

Trade receivables, contract assets, lease receivables under Ind AS 109, investments in debt instruments that are carried at amortised cost, investments in debt instruments that are carried at FVTOCI are tested for impairment based on the expected credit losses for the respective financial asset.

(i) Trade receivables

An impairment analysis is performed at each reporting date. The expected credit losses over lifetime of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

(ii) Other financial assets

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the lifetime when there is significant increase in credit risk.

b. Financial liabilities

Initial recognition and measurement:

Financial liabilities are initially recognised at fair value and any transaction cost that are attributable to the acquisition of the financial liabilities except financial liabilities at fair value through profit or loss which are initially measured at fair value.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Subsequent measurement:

The financial liabilities are classified for subsequent measurement into following categories:

- at amortised cost
- at fair value through profit or loss

(i) Financial liabilities at amortised cost

The company is classifying the following financial liabilities at amortised cost;

- a) Compulsorily convertible debentures
- b) Borrowings from banks
- c) Borrowings from others
- d) Finance lease liabilities
- e) Trade payables
- f) Other financial liabilities

Amortised cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount.

(ii) Financial liabilities at fair value through profit or loss

Financial liabilities held for trading are measured at FVTPL.

Compound Financial Instrument:

The terms of a non-derivative compound financial instrument are evaluated to determine whether it contains both a liability and an equity component. Such components are classified as financial liabilities, financial assets or equity instruments in accordance with the substance of the contractual arrangement. Interest, dividends and gains relating to the component that is financial liability is recognized as income or expense in profit or loss. Distribution to holders of equity instruments is recognized directly in equity."

"Derecognition of financial liabilities:

A financial liability shall be derecognised when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

c. Derivative financial instruments

Foreign exchange forward contracts and options are entered into by the Company to mitigate the risk of changes in foreign exchange rates associated with certain payables, receivables and forecasted transactions denominated in certain foreign currencies. The Company also enters into cross currency and interest rate swaps for hedging the risk against variability in cash flows of its term loan. These derivative contracts do not qualify for hedge accounting under Ind AS 109, and are initially recognized at fair value on the date the contract is entered into and subsequently measured at fair value through profit or loss. Gains or losses arising from changes in the fair value of the derivative contracts are recognized in profit or loss.

d. Offsetting of financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount is presented in the Statement of Assets and Liabilities when, and only when, the Company has a legal right to offset the recognised amounts and intends either to settle on a net basis or to realize the assets and settle the liability simultaneously.

e. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets (which are categorised as equity instruments) at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be very infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

3. Share capital

Ordinary shares are classified as Equity. Incremental costs directly attributable to the issue of new ordinary shares or share options are recognized as a deduction from Equity, net of any tax effects.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

4. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchases taxes, after deducting trade discounts and rebates and includes expenditure directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of Property, Plant and Equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Amount paid as advances towards the acquisition of property, plant and equipment is disclosed separately under other non-current assets as capital advances and the cost of assets not put to use as on balance sheet date are disclosed under 'Capital work-in-progress.

Gains and losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment and are recognized net within "other income / other expenses" in the Statement of Profit and Loss."

Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in the Statement of Profit or Loss."

Depreciation

Depreciation is recognized in the Statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Depreciation on contract-specific assets are charged co-terminus over the contract period. Management's estimated useful lives for the three months period ended June 30, 2025 and

financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 were as follows:

	Estimated useful life in years	Useful life prescribed by Schedule II (in years)
Buildings	28	30
Plant and equipment		
- Power equipments	8	15
- Computer servers	5	6
- Computer laptops/ desktops	3	3
Furniture and fittings	5	10
Leasehold improvements	5	10
Office equipments	5	5
Motor vehicles	3	8

The management believes that the useful lives as given above best represent the period over which management expects to use these assets.

The depreciation method, useful lives and residual value are reviewed at each of the reporting date.

5. Business combinations

Business combinations are accounted for using Ind AS 103 Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103. The cost of acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Transactions costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The acquisition of an asset or a group of assets that does not constitute a 'business' as per Ind AS 103 is accounted for by identifying and recognizing the individual identifiable assets acquired and liabilities assumed. The cost of the group of assets is allocated to such individual identifiable assets and liabilities on the basis of their relative fair values on the date of purchase.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interests method.

6. Intangible assets

Intangible assets that are acquired by the Company, which have finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the intangible asset.

Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, are recognized in profit or loss as incurred.

Amortization of intangible assets with finite useful lives

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use. The estimated useful lives for the three months period ended June 30, 2025 and financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 were as follows:

	Estimate of useful life in years
System software	1 - 3

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

7. Leases

As a lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time

in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether: (1) the contract involves the use of an identified asset (2) the company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

8. Contract liability

Contract Liability (Unearned income) represents unserved portion of billed contracts. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

9. Impairment of non financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of cash-generating units are

allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit or group of units on a pro rata basis.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

10. Employee benefits

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company, as detailed below:

(a) Defined contribution plan (Provident fund)

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. The Company makes specified monthly contribution towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit and loss in the periods during which the related services are rendered by employees.

(b) Defined benefit plans (Gratuity)

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the HDFC Life Insurance Company Limited. The company's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting any unrecognized past service cost and the fair value of any plan assets.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest), are recognised in other comprehensive income and presented within equity. Remeasurements are not reclassified to profit or loss in subsequent periods. Service costs, net interest expenses and other expenses related to defined benefit plans are recognised in profit or loss.

(c) Short term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(d) Compensated absences

The employees of the Company are entitled to compensated absence. The employees can carry forward a portion of the unutilized accrued absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence. The Company recognizes an obligation for compensated absences in the period in which the employee renders the services. The Company provides for the expected cost of compensated absence in the Statement of Profit and Loss as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated based on actuarial valuations carried out by an independent actuary at the balance sheet date.

11. Share-based payment transactions

The employees of the Company are entitled to participate in Associate Stock Option Plan (ASOP) where the employees are issued options to purchase shares of the Holding Company subject to vesting period. Accordingly, the fair value of option on

the Grant date is amortised over the vesting period with a corresponding liability recognised against the Holding Company, which will issue shares on exercise.

12. Provisions

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

13. Revenue recognition

The Company derives revenue from Data Center services.

Data Center Services (DC):

Revenue from DC services consists co-location of racks and power charges billed to customers. The contracts are mainly for a fixed rate for a period of time. Revenue from co-location of racks, power charges and cross connect charges are series of distinct services where the performance obligations are completed. Service revenue is recognized as the related services are performed. Sale of equipments such as servers, switches, networking equipments, cable infrastructure and racks etc are accounted as separate performance obligations if they are distinct and its related revenues are recognised at a point in time when the control is passed on to the customer.

Multiple deliverable arrangements

In certain cases, some elements belonging to the services mentioned above are sold as a package consisting of all or some of the elements.

The Company accounts for goods or services of the package separately if they are distinct. i.e if a good or service is separately identifiable from other

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

promises in the contract and if the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer.

The Company allocate the transaction price to each performance obligation identified in the contract on a relative stand-alone selling price basis. Standalone selling price is the price at which Company would sell a promised good or service separately to the customer.

If the relative stand-alone selling prices are not available, the Company estimates the same. In doing so, the Company maximise the use of observable inputs and apply estimation methods consistently in similar circumstances.

Contract Cost

Costs to fulfil customer contracts i.e the costs relate directly to a contract or to an anticipated contract that the Company can specifically identify or the costs generate/ enhance resources of the company that will be used in satisfying (or in continuing to satisfy) performance obligations in the future or the costs that are expected to be recovered are recognised as asset and amortized over the contract period.

Incremental costs of obtaining a contract are recognised as assets and amortized over the contract period if entity expects to recover those costs. The Company recognise incremental cost of obtaining a contract as an expense when incurred if the amortisation period of the asset that the entity otherwise would have recognised is one year or less.

Costs to obtain a contract that is incurred regardless of whether the contract is obtained are recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained.

Significant judgements on applying Ind AS 115

The Company contracts with customer include promises or arrangements to transfer multiple goods or services to a customer. The Company assess whether such arrangements in the contract has distinct goods or services (performance obligation). Identification of distinct performance obligation involves judgment to determine ability of customer to benefit independently from other promises in the contract.

The judgment is required to measure the transaction price for the contract. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised

goods or services to a customer. The consideration could be fixed amount or variable amount or could be both. Transaction price could also be adjusted for time value of money if contract includes a significant financing component.

In the case of multiple arrangements in a contract, the Company allocate transaction price to each performance obligation based on standalone transaction price. The determination of standalone transaction price involves judgment.

The Company uses judgment in determining timing of satisfaction of performance obligation. The Company considers how customer benefits from goods or services as the services are rendered, who controls as the assets is created or enhanced, whether asset has an alternate use and the entity has an enforceable right to payment for performance completed to date, transfer of significant risk and reward to the customer, acceptance or sign off from the customer etc.,

The Company uses judgement when capitalising the contract cost as to whether it generates or enhances resources of the entity that will be used in satisfying performance obligation in the future.

14. Finance income

Finance income comprises interest income on funds invested, dividend income, fair value gains on financial assets at fair value through profit or loss. Interest income is recognized as it accrues in Statement of Profit and Loss, using the effective interest method. Dividend income is recognized in Statement of Profit and Loss on the date when the company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

15. Finance expense

Finance expense comprises borrowing costs, bank charges, unwinding of discount on provision, fair value losses on financial assets at fair value through profit or loss that are recognized in Statement of Profit and Loss. Fair value changes attributable to hedged risk are recognised in Statement of Profit and Loss.

Borrowing costs are interest and other costs (including exchange difference relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Interest expense is recognised using effective interest method.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred. To the extent the Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the Company determines the amount of borrowings costs eligible for capitalization by applying a capitalization rate to the expenditure incurred on such asset. The capitalization rate is determined based on the weighted average of borrowing costs applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing costs that the Company capitalizes during a period does not exceed the amount of borrowing costs incurred during that period.

16. Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences:

- (i) the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss,
- (ii) differences relating to investments in subsidiaries and associates to the extent that it is probable that they will not reverse in the foreseeable future.
- (iii) arising due to taxable temporary differences arising on the initial recognition of goodwill, as the same is not deductible for tax purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

17. Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares. To the extent that partly paid shares are not entitled to participate in dividends during the period, they are treated as the equivalent of warrants or options in the calculation of diluted earnings per share.

18. Fair value measurement

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial information are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described below:

Level 1 - unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - unobservable inputs for the asset or liability

For assets and liabilities that are recognised in the financial information at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

Fair values have been determined for measurement and / or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Investments in equity and debt securities

The fair value is determined by reference to their quoted price at the reporting date. In the absence of quoted price, the fair value of the financial asset is measured using valuation techniques.

(ii) Trade and other receivables

The fair value of trade and other receivables expected to be realised beyond twelve months, excluding construction contracts in progress, is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. However in respect of such financial instruments, fair value generally approximates the carrying amount due to the short term nature of such assets. This fair value is determined for disclosure purposes or when acquired in a business combination.

(iii) Derivatives

The fair value of forward exchange contracts is based on their quoted price, if available. If a quoted price is not available, the fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk free interest rate (based on government bonds). The fair value of foreign currency option contracts is determined based on the appropriate valuation techniques, considering the terms of the contract. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Company and the counter party when appropriate. The fair value of the cross currency swaps (principal only swaps) and interest rate swaps is determined based on the discounting of the future cash flows at the market rates existing on the reporting date.

(iv) Non derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

(v) Share-based payment transactions

The fair value of employee stock options is measured using the Black-Scholes method. Measurement inputs include share price on grant date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), expected term of the instrument (based on historical experience and general option holder behaviour), expected dividends, and the risk free interest rate (based on government bonds).

19. Investments in Associates

Investments in associates are accounted in these financial statements using equity method of accounting.

20. Cash and cash equivalents

Cash and cash equivalent in the Statement of Assets and Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management

21. Dividend distribution to Equity shareholders

Dividend distributed to Equity shareholders is recognised as distribution to owners of capital in the Statement of Changes in Equity, in the period in which it is paid.

22. Related Party transactions

A) Identification of Related Parties and the Related Party Transactions

- i. Every promoter, director and key managerial personnel (KMP) of the Company and its subsidiaries/ Joint venture shall give a declaration,
 - a. at the time of appointment;
 - b. periodically – as required by the Companies Act, 2013("Act").

- c. whenever there is any change in the information already submitted, provide requisite information about his / her Relatives and all firms, entities, body corporates, in which such promoter, director or KMP is interested, whether directly or indirectly, to the Company or the subsidiary/ Joint venture (as the case may be). Every such promoter, director and KMP shall also provide any additional information about the transaction, that the Board /Audit Committee may reasonably request.

B) Review and approval of Related Party Transaction

(i) Approval by Audit Committee

All Related Party Transaction(s) of the Company and subsequent material modifications thereto, shall require prior approval of the Audit Committee of the Company, as required under the Act and the Listing Regulations. The Audit Committee shall evaluate whether the transaction is conducted on an arm's length basis and falls within the ordinary course of business.

(ii) Approval by Board of Directors

In case any Related Party Transactions involving the Company are referred by the Audit Committee to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, the Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. All Material Related Party Transactions including subsequent material modifications, which require prior shareholders' approval, shall first require prior approval of the Board. Any member of the Board who has any interest in any Related Party Transaction shall abstain from voting on the Related Party Transaction.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

(iii) Approval by Shareholders

Prior approval of Shareholders is required when a related party transaction entered individually or in taken together with existing transactions during the financial year, (i.) not in the ordinary course of business, or not at an arm's length price, or, (ii.) exceeding the materiality limits, as defined under this policy. Any member who has any interest in any related party transaction shall abstain from voting on the related party transaction.

C) Reporting of Related Party Transactions

- i. The Company shall disclose Related Party Transactions to the stock exchanges where its securities are listed, in the format specified by SEBI or stock exchanges, and within the prescribed timelines.
- ii. The Company shall disclose in the Board's report any related party transactions that are not in the ordinary course of business or not conducted on an arm's length basis, along with a justification for entering into such transactions.
- iii. The company shall disclose related party transactions in its Annual report and Financial information in accordance with applicable accounting standards. The Company shall also publish the disclosure on its website.

23. Current/ non-current classification

An asset is classified as current if:

- (a) it is expected to be realised or sold or consumed in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of trading;
- (c) it is expected to be realised within twelve months after the reporting period; or
- (d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if:

- (a) it is expected to be settled in normal operating cycle;
- (b) it is held primarily for the purpose of trading;
- (c) it is expected to be settled within twelve months after the reporting period;
- (d) it has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between acquisition of assets for processing and their realisation in cash and cash equivalents. The Company's normal operating cycle is twelve months.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

D. Notes forming part of the Restated Consolidated financial information

1A. Property, Plant and Equipment

The following table presents the changes in property, plant and equipment for the quarter ended June 30, 2025 (Consolidated)

Particulars	ORIGINAL COST			DEPRECIATION			NET BOOK VALUE				
	As at April 01, 2025	Additions during the quarter	Deletions/ Adjustments during the quarter	Reclassification*	As at June 30, 2025	For the quarter	Deletions/ Adjustments during the quarter	Reclassification*	As at June 30, 2025	As at March 31, 2025	As at March 31, 2025
Owned assets											
Buildings	4,551.19	2,834.60	-	772.41	8,158.20	55.95	-	12.87	785.10	7,373.10	3,834.91
Plant and equipments	14,155.10	1,768.60	23.80	620.51	16,520.41	377.25	15.50	10.34	7,237.78	9,282.63	7,289.41
Furniture and fittings	43.10	0.10	0.30	42.90	42.90	0.29	0.29	-	40.40	2.50	2.70
Office equipments	2,909.40	292.20	-	3,201.60	3,201.60	112.93	-	-	1,705.23	1,496.37	1,317.10
Motor vehicles	3.10	-	-	3.10	3.10	0.26	-	-	1.36	1.74	2.00
Leasehold improvements	9,962.72	376.70	-	(1,392.92)	8,946.50	364.34	-	(23.21)	4,650.63	4,295.87	5,653.22
	31,624.61	5,272.20	24.10	-	36,872.71	911.02	15.79	-	14,420.50	22,452.21	18,099.34

*The Company has disclosed certain assets which are in the nature of Buildings and Plant and Machinery respectively along with Leasehold Improvements. These assets are depreciated over the estimated useful life of Buildings and Plant and Machinery in accordance with the accounting policy consistently applied by the Company. The Company believes that it is more appropriate to disclose such Assets as part of Buildings and Plant and Machinery rather than as part of Leasehold improvements. Hence, the cost of such Assets and the accumulated depreciation thereon, as on April 1, 2025 has been transferred to the respective category for a better presentation.

The following table presents the changes in property, plant and equipment for the year ended March 31, 2025 (Consolidated)

Particulars	ORIGINAL COST			DEPRECIATION			NET BOOK VALUE		
	As at April 01, 2024	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2025	For the year	Deletions/ Adjustments during the year	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024 (Standalone)
Owned assets									
Buildings	4,484.19	67.00	-	4,551.19	162.10	-	716.28	3,834.91	3,930.01
Plant and equipments	10,366.20	3,837.50	48.60	14,155.10	1,133.26	48.60	6,865.69	7,289.41	4,585.17
Furniture and fittings	42.40	0.70	-	43.10	1.00	-	40.40	2.70	3.00
Office equipments	2,063.70	846.30	0.60	2,909.40	368.70	0.60	1,592.30	1,317.10	839.50
Motor vehicles	3.10	-	-	3.10	1.00	-	1.10	2.00	3.00
Leasehold improvements	6,272.30	3,690.42	-	9,962.72	1,250.90	-	4,309.50	5,653.22	3,213.70
	23,231.89	8,441.92	49.20	31,624.61	2,916.96	49.20	13,525.27	18,099.34	12,574.38

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The following table presents the changes in property, plant and equipment for the year ended March 31, 2024 (Standalone)

Particulars	ORIGINAL COST			DEPRECIATION			NET BOOK VALUE		
	As at April 01, 2023	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2024	As at April 01, 2023	For the year	Deletions/ Adjustments during the year	As at March 31, 2024	As at March 31, 2023
Owned assets									
Buildings	2,626.69	1,857.50	-	4,484.19	441.18	113.00	-	554.18	2,185.51
Plant and equipments	9,431.70	940.20	5.70	10,366.20	4,835.71	947.97	2.65	5,781.03	4,595.99
Furniture and fittings	40.00	2.40	-	42.40	38.90	0.50	-	39.40	1.10
Office equipments	1,807.60	256.10	-	2,063.70	946.30	277.90	-	1,224.20	861.30
Motor vehicles	-	3.10	-	3.10	-	0.10	-	0.10	-
Leasehold improvements	4,885.10	1,387.20	-	6,272.30	2,168.80	889.80	-	3,058.60	2,716.30
	18,791.09	4,446.50	5.70	23,231.89	8,430.89	2,229.27	2.65	10,657.51	10,360.20

The following table presents the changes in property, plant and equipment for the year ended March 31, 2023 (Standalone)

Particulars	ORIGINAL COST			DEPRECIATION			NET BOOK VALUE		
	As at April 01, 2022	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2023	As at April 01, 2022	For the year	Deletions/ Adjustments during the year	As at March 31, 2023	As at March 31, 2022
Owned assets									
Buildings	2,626.69	-	-	2,626.69	355.95	85.23	-	441.18	2,270.74
Plant and equipments	7,627.14	1,829.40	24.84	9,431.70	4,002.81	857.50	24.60	4,835.71	3,624.33
Furniture and fittings	39.10	0.90	-	40.00	38.40	0.50	-	38.90	0.70
Office equipments	1,399.47	409.30	1.17	1,807.60	690.89	256.29	0.88	946.30	708.58
Leasehold improvements	3,668.70	1,221.80	5.40	4,885.10	1,525.20	649.00	5.40	2,168.80	2,143.50
	15,361.10	3,461.40	31.41	18,791.09	6,613.25	1,848.52	30.88	8,430.89	8,747.85

Notes

(a) Refer note D (13) and D (16) for assets provided as security against borrowings

(b) Refer note D (20)(b) for capital commitments.

(c) Refer note D (25) for interest capitalisation

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

1B. Capital work-in-progress

Particulars	As at April 01, 2025	Additions / Adjustments	Capitalised during the quarter	As at June 30, 2025 (Consolidated)
Capital work-in-progress	7,887.81	1,969.34	(5,272.20)	4,584.95

Particulars	As at April 01, 2024	Additions / Adjustments	Capitalised during the year	As at March 31, 2025 (Consolidated)
Capital work-in-progress	8,911.40	7,418.53	(8,442.12)	7,887.81

Particulars	As at April 01, 2023	Additions / Adjustments	Capitalised during the year	As at March 31, 2024 (Standalone)
Capital work-in-progress	5,103.20	8,258.60	(4,450.40)	8,911.40

Particulars	As at April 01, 2022	Additions / Adjustments	Capitalised during the year	As at March 31, 2023 (Standalone)
Capital work-in-progress	24,579.00	(16,014.40)	(3,461.40)	5,103.20

Refer note D(25) for interest capitalisation

2. Right of Use Assets and Lease Liabilities

Following are the changes in the carrying value of right of use assets for the quarter ended June 30, 2025 (Consolidated)

Particulars	Category of ROU asset		
	Land	Building	Total
Balance as of April 01, 2025	3,221.48	2,253.50	5,474.98
Additions	433.40	3,010.40	3,443.80
Deletions	-	-	-
Depreciation expenses	(9.06)	(155.33)	(164.39)
Balance as of June 30, 2025	3,645.82	5,108.57	8,754.39

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2025 (Consolidated)

Particulars	Category of ROU asset		
	Land	Building	Total
Balance as of April 01, 2024	2,233.48	2,568.70	4,802.18
Additions	1,018.80	6.60	1,025.40
Deletions	-	(2.70)	(2.70)
Depreciation expenses	(30.80)	(319.10)	(349.90)
Balance as of March 31, 2025	3,221.48	2,253.50	5,474.98

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2024 (Standalone)

Particulars	Category of ROU asset		
	Land	Building	Total
Balance as of April 01, 2023	2,092.08	2,134.60	4,226.68
Additions	167.50	732.70	900.20
Deletions	-	-	-
Depreciation expenses	(26.10)	(298.60)	(324.70)
Balance as of March 31, 2024	2,233.48	2,568.70	4,802.18

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2023 (Standalone)

Particulars	Category of ROU asset		
	Land	Building	Total
Balance as of April 01, 2022	828.20	1,671.80	2,500.00
Additions	774.06	753.20	1,527.26
Deletions	-	(73.60)	(73.60)
Depreciation expenses	(14.18)	(216.80)	(230.98)
Balance as of March 31, 2023	1,588.08	2,134.60	3,722.68

Particulars	(Consolidated)		(Standalone)	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	366.46	214.59	199.00	344.90
Non-current lease liabilities	5,586.28	2,809.35	2,704.40	1,990.70
Total	5,952.74	3,023.94	2,903.40	2,335.60

The movement in lease liabilities is given below:

Particulars	(Consolidated)		(Standalone)	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the quarter/ year	3,023.94	2,903.40	2,335.60	1,816.20
Additions	3,020.38	289.80	708.90	700.70
Interest on lease liabilities	137.69	279.29	270.10	207.30
Deletions	-	(2.70)	-	(86.60)
Payment of lease liabilities	(229.27)	(445.85)	(411.20)	(302.00)
Balance at the end of the quarter/ year	5,952.74	3,023.94	2,903.40	2,335.60

Note: Refer Note D (36) for contractual maturities of lease liabilities

Amounts recognised in profit or loss are given below

Particulars	(Consolidated)		(Standalone)	
	For the quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Depreciation expenses	164.39	349.90	324.70	230.98
Interest on lease liabilities	137.69	279.29	270.10	207.30
Expenses relating to leases of low-value assets, including short-term leases of low value assets	17.64	74.05	46.55	29.30

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

3. Intangible assets

The following table presents the changes in intangible assets for the quarter ended June 30, 2025 (Consolidated)

Particulars	ORIGINAL COST				AMORTISATION				NET BOOK VALUE	
	As at April 01, 2025	Additions during the quarter	Deletions/ Adjustments during the quarter	As at June 30, 2025	As at April 01, 2025	For the quarter	Deletions/ Adjustments during the quarter	As at June 30, 2025	As at June 30, 2025	As at March 31, 2025
System software	79.50	-	-	79.50	77.50	0.29	-	77.79	1.71	2.00
	79.50	-	-	79.50	77.50	0.29	-	77.79	1.71	2.00

The following table presents the changes in intangible assets for the year ended March 31, 2025 (Consolidated)

Particulars	ORIGINAL COST				AMORTISATION				NET BOOK VALUE	
	As at April 01, 2024	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2025	As at April 01, 2024	For the year	Deletions/ Adjustments during the year	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024 (Standalone)
System software	80.00	0.20	0.70	79.50	76.90	1.30	0.70	77.50	2.00	3.10
	80.00	0.20	0.70	79.50	76.90	1.30	0.70	77.50	2.00	3.10

The following table presents the changes in intangible assets for the year ended March 31, 2024 (Standalone)

Particulars	ORIGINAL COST				AMORTISATION				NET BOOK VALUE	
	As at April 01, 2023	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2024	As at April 01, 2023	For the year	Deletions/ Adjustments during the year	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
System software	76.10	3.90	-	80.00	75.70	1.20	-	76.90	3.10	0.40
	76.10	3.90	-	80.00	75.70	1.20	-	76.90	3.10	0.40

The following table presents the changes in intangible assets for the year ended March 31, 2023 (Standalone)

Particulars	ORIGINAL COST				AMORTISATION				NET BOOK VALUE	
	As at April 01, 2022	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2023	As at April 01, 2022	For the year	Deletions/ Adjustments during the year	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
System software	76.10	-	-	76.10	72.20	3.50	-	75.70	0.40	3.90
	76.10	-	-	76.10	72.20	3.50	-	75.70	0.40	3.90

4. Investments - Non-current

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Investment in Equity Instruments - unquoted				
Investment in Equity of Others (at cost)				
Investment in Vashi Railway Station Commercial Complex Limited [15,000 (March 31, 2025, March 31, 2024 & March 31, 2023: 15,000) equity shares of ₹ 10 each fully paid up]	0.15	0.15	0.15	0.15
Investment in Sarayu Clean Gen Private Limited [1,56,000 (March 31, 2025, March 31, 2024 & March 31, 2023: 1,56,000) equity shares of ₹10 each fully paid up]	1.56	1.56	1.56	1.56

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Investment in VEH Srishti Energy Private Limited [1,50,12,000 (March 31, 2025, March 31, 2024 & March 31, 2023: 1,50,12,000) equity shares of ₹ 10 each fully paid up]	375.30	375.30	375.30	375.30
Investment in Tasoula Energy Private Limited (Refer Note below) [70,31,250 (March 31, 2025, March 31, 2024 & March 31, 2023: 70,31,250) equity shares of ₹10 each fully paid up]	225.00	225.00	225.00	225.00
Investment in Saffron Spice Hospitality Private Limited	-	-	-	4.31
Investment in Sunsure Solarpark Eighteen Private Limited [95,723 (March 31, 2025: 9,572, March 31, 2024 & March 31, 2023: Nil) equity shares of ₹10 each fully paid up]	99.69	9.97	-	-
Investment in Murli Solar Energy Private Limited [13,098 (March 31, 2025, March 31, 2024 & March 31, 2023: Nil) equity shares of ₹10 each fully paid up]	13.90	-	-	-
Investment in Equity of Associates (at cost)				
Investment in SKVR Software Solution Private Limited [refer note: D (42)] [4,900 (March 31, 2025 & March 31, 2024: 4,900, March 31, 2023: Nil) equity shares of ₹10 each fully paid up]	184.14	195.55	196.00	-
A	899.74	807.53	798.01	606.32
Investment in Preference Shares - unquoted				
Investments in Associates (at cost)				
SKVR Software Solution Private Limited [14,90,00,000 (March 31, 2025: 14,90,00,000, March 31, 2024: 5,00,00,000, March 31, 2023: Nil) 9% Non-Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up]	1,490.00	1,490.00	500.00	-
B	1,490.00	1,490.00	500.00	-
Aggregate cost of unquoted investments (A) + (B)	2,389.74	2,297.53	1,298.01	606.32

Note:

Investment in Tasoula Energy Private Limited was made through issue of compulsorily convertible debentures i.e., for a consideration other than cash.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

5. Other financial assets - Non-current

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Security deposits*	302.34	377.90	285.90	210.80
Bank deposits**	513.56	1,413.56	1,223.67	230.70
Loans to related parties***	1700.00	1,570.00	-	-
	2,515.90	3,361.46	1,509.57	441.50

* Security deposits over and above ₹ 5.00 is fair valued as per Ind AS 109. Includes an amount of ₹ 34.47 (March 31, 2025, March 31, 2024 & March 31, 2023: ₹ 34.47) given to holding company as lease deposit. Includes an amount of ₹ 96.00 (March 31, 2025, March 31, 2024 & March 31, 2023: ₹ Nil) given to associate company as lease deposit. Refer Note D(34).

** Represents deposits with more than 12 months maturity, subject to lien in favour of banks for obtaining bank guarantees /letters of credit.

*** Loan given to SKVR Software Solution Private Limited (Associate Company). These loans carry an interest rate of 8.50%.p.a. and are repayable over a period of three years. Refer Note D(34).

6. Other Non-current assets

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Capital advances	922.84	1,243.95	4,564.60	2,767.10
Advance tax and tax deducted at source (Net off Provision for tax)	445.08	471.27	9.60	37.60
Prepaid expenses	52.29	22.91	10.53	13.80
	1,420.21	1,738.13	4,584.73	2,818.50

7. Trade receivables

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good - Secured	-	-	-	-
Trade receivables considered good - Unsecured	3464.31	2,879.27	2,612.80	2,606.20
Trade receivables which have significant increase in Credit Risk	107.35	121.05	117.70	98.70
Trade Receivables - credit impaired	-	-	-	-
Total	3,571.66	3,000.32	2,730.50	2,704.90
Loss Allowance [Refer note (b) below]	(107.35)	(121.05)	(117.70)	(98.70)
Net Trade receivables	3,464.31	2,879.27	2,612.80	2,606.20

(a) This amount includes amount receivable relating to the invoices that have been booked in holding company and subsequently transferred from holding company ₹ 36.84 (March 31, 2025: ₹ 69.20, March 31, 2024: ₹ 111.81, March 31, 2023: ₹ 127.10) and includes receivables from fellow subsidiary ₹ Nil (March 31, 2025 & March 31, 2024: ₹ Nil, March 31, 2023: ₹ 5.40). Also refer note D (34).

(b) The activity in loss allowance for doubtful receivables is given below:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the quarter/ year	121.05	117.70	98.70	82.80
Add: Additional provision during the quarter/ year	-	15.00	30.00	20.00
Less: Bad debts written off	(13.70)	(11.65)	(11.00)	(4.10)
Balance at the end of the quarter/ year	107.35	121.05	117.70	98.70

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The following table presents the ageing of the Trade Receivables as at June 30, 2025 (Consolidated)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		less than 6 months	6 months - 1 year	1-2 years	2-3 years	greater than 3 years	
Trade receivables - Undisputed							
Considered good	2,607.46	370.59	-	-	-	-	2,978.05
Which have significant increase in credit risk	13.20	2.00	0.30	2.00	54.65	35.20	107.35
Credit impaired	-	-	-	-	-	-	-
	2,620.66	372.59	0.30	2.00	54.65	35.20	3,085.40
Trade receivables - Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Provision for Doubtful Debts							(107.35)
Trade receivable - Unbilled							486.26
Total							3,464.31

The following table presents the ageing of the Trade Receivables as at March 31, 2025 (Consolidated)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		less than 6 months	6 months - 1 year	1-2 years	2-3 years	greater than 3 years	
Trade receivables - Undisputed							
Considered good	2,104.25	232.70	-	-	-	-	2,336.95
Which have significant increase in credit risk	16.60	1.70	0.60	0.40	60.00	41.75	121.05
Credit impaired	-	-	-	-	-	-	-
	2,120.85	234.40	0.60	0.40	60.00	41.75	2,458.00
Trade receivables - Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Provision for Doubtful Debts							(121.05)
Trade receivable - Unbilled							542.32
Total							2,879.27

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The following table presents the ageing of the Trade Receivables as at March 31, 2024 (Standalone)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		less than 6 months	6 months - 1 year	1-2 years	2-3 years	greater than 3 years	
Trade receivables - Undisputed							
Considered good	1,999.95	132.80	-	-	-	-	2,132.75
Which have significant increase in credit risk	24.80	1.40	0.20	8.30	38.60	44.40	117.70
Credit impaired	-	-	-	-	-	-	-
	2,024.75	134.20	0.20	8.30	38.60	44.40	2,250.45
Trade receivables - Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Provision for Doubtful Debts							(117.70)
Trade receivable - Unbilled							480.05
Total							2,612.80

The following table presents the ageing of the Trade Receivables as at March 31, 2023 (Standalone)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		less than 6 months	6 months - 1 year	1-2 years	2-3 years	greater than 3 years	
Trade receivables - Undisputed							
Considered good	1,555.38	592.30	-	-	-	-	2,147.68
Which have significant increase in credit risk	33.30	4.80	1.00	5.10	30.40	24.10	98.70
Credit impaired	-	-	-	-	-	-	-
	1,588.68	597.10	1.00	5.10	30.40	24.10	2,246.38
Trade receivables - Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Provision for Doubtful Debts							(98.70)
Trade receivable - Unbilled							458.52
Total							2,606.20

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

8. Cash and Bank balances

8A. Cash and cash equivalents:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance with banks				
(i) in current accounts	266.20	2,969.39	582.84	990.00
(ii) deposits with original maturities less than three months	-	-	700.00	1,150.00
(A)	266.20	2,969.39	1,282.84	2,140.00

Cash and cash equivalents for the purpose of Cash Flow Statement:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents as above	266.20	2,969.39	1,282.84	2,140.00
Less: Bank overdraft used for cash management purposes [Refer note 16 (f)]	-	-	-	(333.50)
	266.20	2,969.39	1,282.84	1,806.50

8B. Other bank balances:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(i) Bank deposits [Refer Note below]	1235.85	355.31	347.64	751.20
(ii) Deposits with maturity of more than three months but less than twelve months	-	-	1,288.66	-
(iii) Cash on hand	0.31	-	-	-
(B)	1,236.16	355.31	1,636.30	751.20
(A) + (B)	1,502.36	3,324.70	2,919.14	2,891.20

Note

Balances in deposit accounts subject to lien in favour of banks for obtaining bank guarantees /letter of credits/borrowings.

9. Other financial assets

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Amounts receivable from fellow subsidiaries [Refer note (a) below]	8.60	0.78	3.20	-
Security deposits [Net of doubtful allowance] [Refer note (b) below]	169.74	35.92	2.40	5.60
Interest accrued on deposits	52.85	57.29	60.20	21.90
Derivative financial instrument	15.47	18.52	27.00	35.50
Other receivables	-	-	48.77	-
	246.66	112.51	141.57	63.00

Note:

- a) ₹ 8.60 (March 31, 2025: ₹ 0.78, March 31, 2024: ₹ 3.20, March 31, 2023 : ₹ Nil) receivable from fellow subsidiary on account of transfer of assets/liabilities, transfer of revenue and expenses, customer receipts received and vendor payments made by the parent company / fellow subsidiary company pertaining to the services rendered by and for the company. Also refer note D (34).

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

b) The activity in allowance for doubtful deposits are given below:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the quarter/ year	3.40	3.40	1.60	0.60
Add: Additional provision during the quarter/ year	-	-	1.80	1.00
Balance at the end of the quarter/ year	3.40	3.40	3.40	1.60

10. Other current assets

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance with Government Authorities	812.03	738.22	534.53	475.50
Prepaid expenses	71.52	32.37	27.43	18.80
Advance tax and tax deducted at source (Net off Provision for Tax)	-	-	352.16	170.24
Deferred Contract Cost	147.64	107.31	107.70	73.11
Other advances	74.73	76.36	1.30	19.39
	1,105.92	954.26	1,023.12	757.04

Refer Note D (38) for the movement in Contract cost.

11. Equity Share Capital

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Authorized				
80,02,50,000 (March 31, 2025: 80,02,50,000, March 31, 2024 & March 31,2023: 80,00,00,000) equity shares of ₹10 each	8,002.50	8,002.50	8,000.00	8,000.00
27,00,00,000 (March 31, 2025, March 31, 2024 & March 31,2023: 27,00,00,000) preference shares of ₹10 each	2,700.00	2,700.00	2,700.00	2,700.00
Issued				
51,01,31,127 (March 31, 2025: 51,01,31,127, March 31, 2024 & March 31,2023: 50,58,59,762) equity shares of ₹10 each	5,101.31	5,058.60	5,058.60	5,050.00
Increase on account of Merger (refer note (c) & (d) below)	-	42.71	-	8.60
	5,101.31	5,101.31	5,058.60	5,058.60
Subscribed and fully paid				
51,01,31,127 (March 31, 2025: 51,01,31,127, March 31, 2024 & March 31,2023: 50,58,59,762) equity shares of ₹10 each fully paid up	5,101.31	5,101.31	5,058.60	5,058.60
	5,101.31	5,101.31	5,058.60	5,058.60

(a) The Company has two classes of authorised share capital i.e., equity shares and preference shares having a par value of ₹10 per share.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

- (b) Equity shares carry voting rights proportionate to the paid-up value per share. In the event of liquidation of the company, holders of the equity shares are entitled to be repaid the amounts credited as paid up on those equity shares. All surplus assets after settlement of liabilities and preference share capital as at the commencement of winding-up shall be paid to the holders of equity shares in proportion to their shareholdings. The above payment is subject to the rights of creditors, employees, taxes, if any, and any other sums as may be prescribed under the Companies Act, 2013.
- (c) Consequent to the scheme of amalgamation between Sify Infinit Spaces Limited and Print House (India) Private Limited, the authorized equity share capital of the Company stands increased from 78,00,00,000 equity shares of ₹10/- each to 80,00,00,000 equity shares of ₹10/- each aggregating to ₹ 8,000 and the authorised preference share capital of the Company stands increased from 22,00,00,000 preference shares of ₹10/- each to 27,00,00,000 preference shares of ₹10/- each aggregating to ₹2,700. The Company in accordance with the scheme of amalgamation has allotted 0.0859762 equity shares of the company of ₹10/- each aggregating to 8,59,762 shares to share holders of transferor company for every 1 equity shares of ₹10/- each held by them.(refer note D(41)).
- (d) Consequent to the scheme of amalgamation between Sify Infinit Spaces Limited and Patel Auto Engineering Company (India) Private Limited, the authorized equity share capital of the Company stands increased from 80,00,00,000 equity shares of ₹10/- each to 80,02,50,000 equity shares of ₹10/- each aggregating to ₹ 8,002.50 and the authorised preference share capital of the Company is 27,00,00,000 preference shares of ₹10/- each aggregating to ₹2,700. The Company, in accordance with the scheme of amalgamation has allotted 17.08546 equity shares of the company of ₹ 10/- each aggregating to 42,71,365 shares to share holders of transferor company for every 1 equity shares of ₹10/- each held by them.

11.1 Reconciliation of number of shares in the beginning and at the end of the quarter/ Year

	Consolidated				Standalone			
	As at June 30, 2025		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount paid-up	Number of shares	Amount paid-up	Number of shares	Amount paid-up	Number of shares	Amount paid-up
Number of shares outstanding at the beginning of the quarter/ year	51,01,31,127	5,101.31	50,58,59,762	5,058.60	50,58,59,762	5,058.60	50,50,00,000	5,050.00
Add: On account of merger (refer note D(41) & B(6a))	-	-	42,71,365	42.71	-	-	8,59,762	8.60
Number of shares outstanding at the end of the quarter/ year	51,01,31,127	5,101.31	51,01,31,127	5,101.31	50,58,59,762	5,058.60	50,58,59,762	5,058.60

11.2 Shareholders holding more than 5% of the shares of the Company:

	Consolidated				Standalone			
	As at June 30, 2025		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Number of Shares held	% holding						
Sify Technologies Limited*	51,01,31,127	100%	51,01,31,127	100%	50,58,59,762	100%	50,58,59,762	100%

11.3 Shareholding of Promoters

Equity shares held by promoters as at June 30, 2025 (Consolidated)

Name of the promoter	No. of shares	Percentage of total shares	Percentage of change during the period	Percentage of change during the period
Sify Technologies Limited	51,01,31,127	100%	-	-
Total	51,01,31,127	100%	-	-

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Equity shares held by promoters as at March 31, 2025 (Consolidated)

Name of the promoter	No. of shares	Percentage of total shares	Percentage of change during the period	Percentage of change during the period
Sify Technologies Limited	51,01,31,127	100%	-	-
Total	51,01,31,127	100%	-	-

Equity shares held by promoters as at March 31, 2024 (Standalone)

Name of the promoter	No. of shares	Percentage of total shares	Percentage of change during the period	Percentage of change during the period
Sify Technologies Limited	50,58,59,762	100%	-	-
Total	50,58,59,762	100%	-	-

Equity shares held by promoters as at March 31, 2023 (Standalone)

Name of the promoter	No. of shares	Percentage of total shares	Percentage of change during the period	Percentage of change during the period
Sify Technologies Limited	50,58,59,762	100%	-	-
Total	50,58,59,762	100%	-	-

11.4 Aggregate number of equity shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

- The Company allotted 50,00,00,000 equity shares as fully paid up shares on January 28, 2021 through business transfer agreement.
- The Company allotted 8,59,762 equity shares as fully paid up shares on April 1, 2022 on account of merger order dated July 10, 2023 with effect from April 01, 2022.
- The Company allotted 42,71,365 equity shares as fully paid up shares on April 1, 2023 on account of merger order dated January 09, 2025 with effect from April 01, 2023.

11.5 Shares reserved for issue

The Company has shares reserved for issue as on June 30, 2025 towards Compulsorily Convertible Debentures [D 12(e)], Non-Cumulative Compulsorily Convertible Preference shares [D 12(f)], Non-Cumulative Redeemable Preference shares of Sify Data and Managed Services Limited issued to Sify Technologies Limited with a conversion ratio of 0.0805 and Equity shares of SKVR Software Solution Private Limited issued to Sify Technologies Limited with a conversion ratio of 0.6231.

12. Other Equity

12.1 Reserves and surplus

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Retained earnings				
Balance at the beginning of the quarter/ year	4,392.61	3,151.51	2,219.03	1,252.17
Adjustments:				
Add: Profit for the quarter/ year	136.32	1,263.60	932.48	966.86
Less: Dividend paid on Non-Cumulative Compulsorily Convertible Preference Shares	-	(22.50)	-	-
Balance at the end of the quarter/ year	(A) 4,528.93	4,392.61	3,151.51	2,219.03

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Remeasurement of net defined benefit liability/asset				
Balance at the beginning of the quarter/ year	(10.60)	(8.32)	(7.10)	(2.80)
Add: Additions during the quarter/ year	(1.32)	(2.28)	(1.22)	(4.30)
Balance at the end of the quarter/ year	(B) (11.92)	(10.60)	(8.32)	(7.10)
Securities premium				
Balance at the beginning of the quarter/ year	382.34	376.59	376.59	-
Add: Additions during the quarter/ year (Premium on Non-convertible debentures)	-	5.75	-	-
Balance at the end of the quarter/ year	(C) 382.34	382.34	376.59	-
Capital Reserve				
Balance at the beginning of the quarter/ year	91.40	91.40	91.40	91.40
Add: Additions during the quarter/ year				
Balance at the end of the quarter/ year	(D) 91.40	91.40	91.40	91.40
Share pending allotment (refer note c(ii))	(E) -	-	42.71	-
12.2 Compulsorily Convertible Debentures				
Balance at the beginning of the quarter/ year	6,951.20	6,269.30	1,807.41	-
Add: Additions during the quarter/ year	-	681.90	4,461.89	1,807.41
Balance at the end of the quarter/ year	(F) 6,951.20	6,951.20	6,269.30	1,807.41
12.3 Compulsorily Convertible Preference Shares				
Balance at the beginning of the quarter/ year	500.00	500.00	-	-
Add: Additions during the quarter/ year	-	-	500.00	-
Balance at the end of the quarter/ year	(G) 500.00	500.00	500.00	-
(H) = (A)+(B)+(C)+(D)+(E)+(F)+(G)	12,441.95	12,306.95	10,423.19	4,110.74

Nature and purpose of Reserves

a) Retained Earnings

Retained earnings represents accumulated undistributed profits of the Company that can be distributed by the Company as dividends to its equity share holders.

b) Remeasurement of defined benefit liability / asset

Remeasurement of defined benefit liability /asset represent the cumulative actuarial gain / loss recognized in other comprehensive income and presented within equity.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

e) Securities premium

- (i) Securities Premium used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- (ii) The Company received an order for merger of Patel Auto Engineering Company (India) Private Limited (“PAECIPL”) on January 09, 2025.

The Company issued 42,71,365 share of ₹ 10/- each to the Shareholders of PAECIPL amounts to ₹ 42.71 and accordingly recognised a securities premium of ₹ 376.59 (refer note B(6a)).

d) Capital Reserve

The Company has received order for merger of Print house (India) Private Limited (“PHIPL”) on July 10, 2023. The Company issued 8,59,762 share of ₹ 10/- each to Shareholders of PHIPL amounting to ₹ 8.60 and accordingly recognised a capital reserve of ₹ 91.40 (refer note D(41))

e) Compulsorily Convertible Debentures

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Compulsorily Convertible Debentures issued to Kotak Special Situations Fund	2,313.55	2,313.55	2,313.55	1,129.20
Compulsorily Convertible Debentures issued to Kotak Data Center Fund	3,405.80	3,405.80	2,723.90	-
Compulsorily Convertible Debentures issued to Sify Technologies Limited	1,231.85	1,231.85	1,231.85	678.21
	6,951.20	6,951.20	6,269.30	1,807.41

Kotak Special Situations Fund (“KSSF”):

During the 2021-2022 fiscal year, pursuant to Debenture Subscription Agreement (“DSA”) dated November 1, 2021, KSSF subscribed to (i) 2,00,00,000 Series 1 Compulsorily Convertible Debentures (the “Series 1 CCDs”) with a face value of ₹ 100 each, amounting to ₹ 2,000 in Series 1 CCDs and (ii) 1% of 2,00,00,000 Series 2 Compulsorily Convertible Debentures (“Series 2 CCDs”) with a face value of ₹ 100 each, amounting to ₹ 20 in Series 2 CCDs, in each case, issued by SISL.

During the 2022-2023 fiscal year, KSSF subscribed to an additional 1,98,00,000 Series 2 CCDs with a face value of ₹ 100 each, amounting to an additional ₹ 1,980 in Series 2 CCDs issued by SISL.

The conversion ratio for CCDs is determined based on the equity valuation of the next financial year following the financial year of drawdown of CCD money.

The Company fixed the conversion ratio of 0.8112 and 0.8078 for the Series 1 and Series 2 CCDs respectively pursuant to the formula provided in the DSA.

On July 20, 2023, SISL entered into an assignment letter with KSSF for the transfer of ₹ 6,000 to Kotak Data Centre Fund (“KDCF”).

The Series 1 CCDs and Series 2 CCDs carry a coupon rate of 6% per annum, payable half-yearly. These CCDs shall be fully, mandatorily and compulsorily converted into equity shares by October 1, 2031, as provided for in the DSA.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

These CCDs are backed by Put Option Agreement from Sify Technologies Limited.

These CCDs are secured by a secondary charge over identified movable assets of Data Center facility.

Sify Technologies Limited (“STL”):

During financial year 2021-22, pursuant to Debenture Subscription Agreement (“DSA”) dated March 29, 2022, the holding company, Sify Technologies Limited subscribed to 1,00,00,000 unsecured Compulsorily Convertible Debentures (CCDs) with face value of ₹ 100 each amounting to ₹ 1,000 (“Tranche I”).

During the financial year 2022-23, pursuant to an Assignment Agreement dated March 20, 2023 the Company issued 22,50,000 unsecured CCD to holding company Sify technologies Limited as a consideration for transfer of Investments in Tasoula Energy Private Limited (“Tranche II”).

In addition during financial year 2022-23, pursuant to a Debenture Subscription Agreement (“DSA”) dated March 29, 2023, the holding company, Sify Technologies Limited subscribed to 1,00,00,000 unsecured Compulsorily Convertible Debentures (CCDs) with face value of ₹ 100 each amounting to ₹ 1,000 (“Tranche III”).

The conversion ratio for CCDs is determined based on the equity valuation of the next financial year following the financial year of drawdown of CCD money.

The Company fixed the conversion ratio of 0.8112 for the Tranche 1 and Tranche 2 CCDs and 0.8078 for the Tranche 3 CCDs pursuant to the formula provided in the DSA.

The Tranche 1, Tranche 2 and Tranche 3 CCDs carry a coupon rate of 6% per annum, payable half-yearly. These CCDs shall be fully, mandatorily and compulsorily converted into equity shares by March 27, 2032, October 20, 2032, March 29, 2033 respectively, as provided for in the DSA.

Kotak Data Center Fund (“KDCF”):

During the 2023-24 fiscal year, pursuant to Debenture Subscription Agreement (“Second DSA”), dated July 20, 2023, KDCF subscribed to 4,80,00,000 Series 4 Compulsorily Convertible Debentures (“Series 4 CCDs”) with a face value of ₹ 100 each, amounting to ₹ 4,800 in Series 4 CCDs. The conversion ratio was fixed at 0.5434 pursuant to the Second DSA.

During the 2023-2024 fiscal year, KDCF subscribed to 1,20,00,000 Series 5 Compulsorily Convertible Debentures (“Series 5 CCDs”) with a face value of ₹ 100 each, amounting to ₹ 1,200 in Series 5 CCDs.

The Company fixed the conversion ratio of 0.9417 for the Series 5 CCDs pursuant to the formula provided in the DSA during the year ended March 31, 2025.

The Series 4 CCDs and Series 5 CCDs carry a coupon rate of 6% per annum, payable half-yearly. These CCDs shall be fully, mandatorily and compulsorily converted into equity shares by March 31, 2033, as provided in the Second DSA.

These CCDs are secured by a secondary charge over identified movable assets of Data Center facility.

f) Non-Cumulative Compulsorily Convertible Preference Shares

During the Financial Year 2020-21, Print House (India) Private Limited had issued 9% Non-Convertible Redeemable Preference Shares to Raju Vegesna Infotech & Industries Pvt Ltd., (RVIPL) on private placement basis. The Preference share capital are redeemable at par value at maturity, i.e. 20 years from the date of allotment. On account of merger, Sify Infinit Spaces Limited agreed to issue the 9% Non-Convertible Redeemable Preference Shares to Raju Vegesna Infotech & Industries Pvt Ltd on private placement basis. The Preference share capital are redeemable at par value at maturity, i.e. 17 years from the date of allotment. The terms of the Preference Shares are changed to 6% Non-Cumulative compulsorily convertible preference shares during the year 2023-24. During the year 2024-25, these shares were transferred from RVIPL to Sify Technologies Limited.

The Company fixed the conversion ratio of 0.0805 for the 6% Non-Cumulative compulsorily convertible preference shares. Accordingly these are accounted as compound financial instruments and accounted as other equity.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

13. Borrowings

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Secured				
Term loan from banks [Refer Note (a) and (b) below]	9,671.43	11,843.24	11,450.07	8,130.00
6% p.a. Compulsorily Convertible Debentures [Refer Note 12(e) above]	3,041.11	3,142.90	4,218.30	2,617.30
8.95% p.a. Non Convertible Debentures [Refer Note (c) below]	2,500.00	2,500.00	-	-
From others [Refer Note (a) below]	2,761.47	2,781.66	320.83	18.70
Unsecured				
6% p.a. Compulsorily Convertible Debentures [Refer Note 12 (e) above]	686.63	709.42	796.40	1,432.10
6% Non-Cumulative Compulsorily Convertible Preference Shares [Refer Note (h) below]	-	-	-	500.00
Loan from holding company [Refer Note (d) below]	-	-	208.00	90.00
Loan from fellow subsidiary [Refer Note (e) below]	-	-	90.00	100.00
	18,660.64	20,977.22	17,083.60	12,888.10

- Of the above, facilities amounting to ₹ 11,772.60 (March 31, 2025: ₹ 16,348.80, March 31, 2024: ₹ 13,837.60, March 31, 2023: ₹9,738.70) by the Company are primarily secured by way of a pari-passu charge on the project Receivables and charge on movable fixed assets disbursed for the Specific DC Project. Out of this, ₹ 348.50 (March 31, 2025: ₹ 362.40, March 31, 2024: ₹ 390.29, March 31, 2023: ₹37.86) is loan availed from others (NBFC). Of the above, the facility amounting to ₹ 2,468.70 (March 31, 2025: ₹ 2500.00, March 31, 2024: ₹ NIL, March 31, 2023: ₹ NIL) has been utilised for part-refinancing of existing Term Debt for Specific DC Project on 2nd April 2025.
- During the FY 2020-21, the company has entered into External Commercial Borrowing (ECB) facility agreement for \$5 Million and drawn down \$5 Million out of sanctioned loan during FY 2020-21 and repaid \$ 0.5 Million in FY 2021-22, \$ 1 Million in FY 2022-23, \$ 1 Million in FY 2023-24 & \$ 1 Million in FY 2024-25 & \$ 0.25 Million during the Q1 of FY 2025-26. The Company has also entered into agreement for currency swap (from USD to ₹) to fully hedge foreign currency exposure towards principal repayment and interest rate swap from floating to fixed in order to hedge the foreign currency exposure.
- Listed Non-Convertible Debentures (NCD) facility issued for re-financing the existing debt for specific Data Centre Towers amounting to ₹ 2,500 (March 31, 2025: ₹ 2,500, March 31, 2024 & March 31, 2023: ₹ NIL) by the Company is primarily secured by way of pari-passu charge on the project Receivables and charge on movable fixed assets.
- The Company has repaid the unsecured term loan of ₹ 208.00 received from its holding company at an interest rate of 7% p.a during the FY 24-25.
- The Company has repaid the unsecured term loan of ₹ 90.00 received from its fellow subsidiary at an interest rate of 7% p.a during the FY 24-25.
- The current maturities of the above borrowings, carrying the aforesaid security and repayment terms are grouped under Note D (16).

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

- g. Borrowings from banks is net off processing charges amounting to ₹ 270.00 (March 31, 2025: ₹ 258.99, March 31, 2024: ₹ 124.00 & March 31, 2023: ₹ 152.30).
- h. During the FY 2020-21, Print House (India) Pvt Ltd had issued 9% Cumulative Non-Convertible Redeemable Preference Shares to Raju Vegesna Infotech & Industries Pvt Ltd.,(RVIPL) on private placement basis. The Preference share capital are redeemable at par value at maturity, i.e. 20 years from the date of allotment. The terms of the Preference Shares are changed to 6% Non-Cumulative compulsorily convertible preference shares during the year 2023-24. During the year 2024-25, these shares were transferred from RVIPL to Sify Technologies Limited.

14. Provisions

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Provisions for employee benefits - non-current				
Compensated absences	11.65	9.87	2.20	5.40
Gratuity [Refer note D (32)]	4.42	1.63	2.90	0.60
	(A)	16.07	5.10	6.00
Provisions for employee benefits - current				
Compensated absences	4.31	2.95	7.20	1.70
	(B)	4.31	7.20	1.70
	(A) + (B)	20.38	12.30	7.70

15. Other non-current liabilities

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Security Deposit	36.00	36.00	36.00	36.00
	36.00	36.00	36.00	36.00

16. Borrowings (short-term)

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Loans repayable on demand from banks – Secured [Refer notes (a) to (e) below]				
Working capital facilities	300.00	-	279.50	1,107.50
Loans repayable on demand from banks – Unsecured				
Working capital facilities	392.50	-	-	1.10
Current maturities of Long Term Loans				
Current maturities of long term debt*	2,350.08	2,204.27	2,519.50	1,814.90
	3,042.58	2,204.27	2,799.00	2,923.50

* Refer note D (13)

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

- (a) The above facilities amounting to ₹ 300.00 (March 31,2025: ₹ Nil, March 31,2024: ₹ 279.50 & March 31,2023: ₹ 731.90), non fund limits (including bank guarantees) availed by the Company are primarily secured by way of pari-passu charge on the entire current assets of the Company to all working capital bankers under consortium.
- (b) The above facilities amounting to ₹ 392.50 (March 31,2025, March 31,2024 & March 31,2023: ₹ Nil), availed by the Company are through issuance of unsecured Commercial Paper (CP) and listed in the Bombay Stock Exchange (BSE) for the working capital purposes of the Company on May 13, 2025 maturing on August 11, 2025.
- (c) In addition to the above, out of these loans repayable on demand from banks,
- (i) Outstanding amounting to ₹ Nil (March 31,2025: ₹ Nil, March 31,2024: ₹ 279.50 & March 31,2023: ₹ 731.90) is secured collaterally by way of pari-passu charge on the unencumbered movable fixed assets of the Company, both present and future.
- (ii) Outstanding amounting to ₹ Nil (March 31,2025: ₹ Nil, March 31,2024: ₹ 279.50 & March 31,2023: ₹ 731.90) is secured collaterally by way of equitable mortgage over the properties at Tidel Park, Chennai, Vashi 6th floor, Vile Parle at Mumbai.
- (d) These working capital facilities bear interest ranging from 8.00% p.a. to 9.30% p.a. (March 31,2025, March 31,2024 & March 31,2023: 8.00% p.a. to 9.30% p.a.) and these facilities are subject to renewal annually.
- (e) Borrowings from banks is net off processing charges amounting to ₹ 48.90 (March 31,2025: ₹ 47.76, March 31,2024: ₹ 33.60 & March 31,2023: ₹ 23.10)
- (f) Working capital facilities comprises the following:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Bank overdraft	-	-	-	333.50
Other working capital facilities	692.50	-	279.50	775.10
	692.50	-	279.50	1,108.60

17. Trade payables

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Towards purchase of goods and services*				
Undisputed Trade payables:				
(a) Total outstanding dues to micro enterprises and small enterprises	98.23	32.73	9.14	5.50
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,328.13	2,012.14	1,382.25	939.89
	1,426.36	2,044.87	1,391.39	945.39

*Includes:

- (a) This amount include ₹ 0.02 (March 31,2025: ₹ 1.91, March 31,2024 & March 31,2023: ₹ Nil) payable on account of the invoices that have been booked in holding company and subsequently transferred and includes an amount of ₹ 0.26 (March 31,2025: ₹ 0.27, March 31,2024: ₹ 2.08, March 31,2023: ₹ 0.11) payable to fellow subsidiary. This also includes an amount of ₹ 45.73 (March 31,2025, March 31,2024 & March 31,2023: ₹ Nil) payable to associate company. Also refer note D (34).

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The following table presents the aging of the Trade payables as at June 30, 2025 (Consolidated)

Particulars	Outstanding for following periods from the date of Invoice				Total
	less than 1 year	1- 2 years	2 - 3 years	greater than 3 years	
Undisputed Trade payables:					
(a) Total outstanding dues to micro enterprises and small enterprises*	98.23		-	-	98.23
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	334.90	6.82	0.61	0.90	343.23
	433.13	6.82	0.61	0.90	441.46
Disputed Trade payables:					
(c) Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-
(d) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
	-	-	-	-	-
Trade Payables - Unbilled					984.90
Total					1,426.36

* Out of the above, ₹ 98.23 pertains to MSME dues not more than 45 days as on June 30, 2025.

The following table presents the aging of the Trade payables as at March 31, 2025 (Consolidated)

Particulars	Outstanding for following periods from the date of Invoice				Total
	less than 1 year	1- 2 years	2 - 3 years	greater than 3 years	
Undisputed Trade payables :					
(a) Total outstanding dues to micro enterprises and small enterprises*	32.73		-	-	32.73
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,184.24	30.70	2.60	0.30	1,217.84
	1,216.97	30.70	2.60	0.30	1,250.57
Disputed Trade payables :					
(c) Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-
(d) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
	-	-	-	-	-
Trade Payables - Unbilled					794.30
Total					2,044.87

* Out of the above, ₹ 32.73 pertains to MSME dues not more than 45 days as on March 31, 2025.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The following table presents the aging of the Trade payables as at March 31, 2024 (Standalone)

Particulars	Outstanding for following periods from the date of Invoice				Total
	less than 1 year	1- 2 years	2 - 3 years	greater than 3 years	
Undisputed Trade payables :					
(a) Total outstanding dues to micro enterprises and small enterprises*	9.14	-	-	-	9.14
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	633.15	33.40	-	5.50	672.05
	642.29	33.40	-	5.50	681.19
Disputed Trade payables :					
(c) Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-
(d) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
	-	-	-	-	-
Trade Payables - Unbilled					710.20
Total					1,391.39

* Out of the above, ₹9.14 pertains to MSME dues not more than 45 days as on March 31, 2024

The following table presents the ageing of the Trade payables as at March 31, 2023 (Standalone)

Particulars	Outstanding for following periods from the date of Invoice				Total
	less than 1 year	1- 2 years	2 - 3 years	greater than 3 years	
Undisputed Trade payables :					
(a) Total outstanding dues to micro enterprises and small enterprises*	5.50	-	-	-	5.50
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	311.49	16.90	12.00	0.80	341.19
	316.99	16.90	12.00	0.80	346.69
Disputed Trade payables :					
(c) Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-
(d) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
	-	-	-	-	-
Trade Payables - Unbilled					598.70
Total					945.39

* Out of the above, ₹5.50 pertains to MSME dues not more than 45 days as on March 31, 2023

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

18. Other financial liabilities

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Amounts payable to fellow subsidiaries (Refer Note (a) below)	-	-	-	56.60
Amounts payable to holding company (Refer Note (b) below)	250.00	138.99	95.08	159.00
Capital creditors	762.10	357.85	957.60	649.30
Interest accrued (Refer Note (c) below)	151.03	41.98	34.02	119.00
Supplier finance arrangement	767.40	-	-	-
Other payables	373.61	248.62	-	197.10
	2,304.14	787.44	1,086.70	1,181.00

- a. ₹ Nil (March 31, 2025, March 31, 2024 : ₹ Nil, March 31, 2023 : ₹ 56.60) payable to fellow subsidiary of the company on account of transfer of expenses, vendor payments made on behalf of the company.
- b. ₹ 250.00 (March 31, 2025: ₹ 138.99, March 31, 2024: ₹ 95.08, March 31, 2023 : ₹ 159.00) is payable to holding company on account of transfer of assets/liabilities, transfer of revenue and expenses, customer receipts received and vendor payments made by the parent company pertaining to the services rendered by and for the company.
- c. ₹ Nil (March 31, 2025: ₹ Nil, March 31, 2024: ₹ 7.50, March 31, 2023: ₹ 90.00) is payable to Raju Vegesna Infotech & Industries Pvt Ltd on account issue of 9% Non-Convertible Redeemable Preference Shares on private placement basis.

d. Supplier finance arrangement

- Terms and Conditions:

- i) **Payable to MSME-** The Company has a supplier finance arrangement with State bank of India, Central bank of India and Bank of India, under which MSME suppliers are paid within 45 days of invoice date. The Company repays the bank within 175 to 179 days and with interest rate 6.45% to 7.33% . No guarantees or collateral are provided under the arrangement.
- ii) **Vendor bill discounting-** The Company has a supplier finance arrangement with HSBC bank, DBS bank and Axis bank, under which suppliers (other than MSME) are paid within 0 to 90 days of invoice date. The Company repays the bank within 9 to 90 days and with interest rate 7.60% to 8.60% . No guarantees or collateral are provided under the arrangement.

iii) The movement in supplier finance arrangement is given below:

Particulars	Payable to MSME	Vendor bill discounting
Balance at the beginning of the quarter	20.71	828.69
Additions	82.63	668.59
Payment to supplier finance arrangement	(4.42)	(828.80)
Balance at the end of the quarter	98.92	668.48

- iv) The due dates for trade payables that are not part of an arrangement, as disclosed in Note D(17), range from 30 to 45 days.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

19. Other current liabilities

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Advances received from customers	2.91	2.87	2.10	2.40
Statutory payables	29.48	25.82	9.41	16.80
Contract liability (Unearned income)*	379.58	355.32	337.40	342.60
Other payables	11.09	13.17	9.80	25.80
Current tax liability (Net off Advance tax paid)	-	153.44	-	-
	423.06	550.62	358.71	387.60

* Refer Note D (38) for the movement in Contract liability (Unearned income)

20. Contingent liabilities and commitments

(a) Contingent liabilities

The Company is subject to legal proceedings and claims which are arising in the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have material and adverse effect on the Company's results of operations or financial conditions. Further the Company has given Corporate Guarantee for the Term Loan outstanding amounting to ₹ 1387.50 as on June 30, 2025 (₹ 1464.58 as on March 31, 2025) for SKVR Software Solution Pvt. Ltd. for Specific DC Project to the lenders.

(b) Capital commitments

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for	6,687.14	6,252.90	7,389.90	8,854.60

21. Revenue from operations

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Service Revenue:				
- Domestic	3,830.43	13,757.05	10,638.98	9,822.80
- Export	155.55	526.60	502.72	390.60
	3,985.98	14,283.65	11,141.70	10,213.40

22. Other Income

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Interest income				
From banks	15.47	189.28	220.50	61.80
Others	38.62	20.89	9.30	25.00
Other non-operating income				
Profit on sale of property, plant and equipment (Net)	7.42	17.99	-	4.00
Gain on foreign exchange fluctuation (Net)	-	-	-	40.50
Miscellaneous income	7.93	30.94	45.60	46.00
	69.44	259.10	275.40	177.30

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

23. Cost of services rendered

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Power expenses	1463.26	5,594.62	4,622.90	4,282.60
Other direct costs	86.05	229.38	150.80	362.40
	1,549.31	5,824.00	4,773.70	4,645.00

24. Employee benefits expense

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Salaries and wages	163.34	498.16	378.10	296.50
Contribution to provident and other funds	9.74	32.11	23.10	16.20
Staff welfare expenses	2.74	13.63	7.10	4.60
Share-based payments to employees	0.22	0.46	0.30	1.60
	176.04	544.36	408.60	318.90

25. Finance costs

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Interest Expenses*	406.58	1,171.46	869.30	696.30
Other finance costs	19.88	77.39	61.10	48.30
Interest on lease liability	137.69	279.29	270.10	207.30
	564.15	1,528.14	1,200.50	951.90

* The Company has capitalised borrowing costs @ 9.30% p.a amounting to ₹ 98.01, ₹ 515.33, ₹ 514.00 & ₹ 128.00 for the quarter and years ended June 30,2025, March 31, 2025, March 31, 2024 and March 31, 2023.

26. Other expenses

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Commission expenses	-	0.58	1.00	-
Communication expenses	0.59	2.21	1.30	2.10
Rent	17.64	74.05	46.55	29.30
Rates and taxes	58.72	104.27	41.40	60.25
Travelling expenses	7.62	22.23	17.20	14.26
Power and fuel expenses	6.30	45.39	31.30	20.40
Legal and professional	15.82	72.90	69.30	71.62
Payment to auditors				
-For Statutory audit fees	0.45	1.80	1.80	1.73
- For Other services	0.07	0.40	-	0.20
- For reimbursement of expenses	0.27	0.02	*	*
Repairs and maintenance expenses				
- Plant and machinery	82.83	244.21	155.60	166.20
- Buildings	15.58	81.98	69.80	51.47
- Others	180.69	587.28	528.80	462.20

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Insurance	10.46	37.80	22.70	17.30
Outsourced manpower costs	8.84	27.41	27.40	24.50
Advertisement, selling and marketing expenses	41.18	44.80	40.00	18.00
Loss on foreign exchange fluctuation (net)	0.80	2.62	30.60	-
Loss on sale of property, plant and equipment (Net)	-	-	3.00	-
Provision for doubtful advances	-	-	1.80	1.00
Contribution towards corporate social responsibility [Refer note D (37)]	-	22.01	21.70	13.57
Allowance for bad and doubtful debts (refer note D(7) for bad debts written off)	-	15.00	30.00	20.00
Miscellaneous expenses	34.98	188.04	196.10	149.34
	482.84	1,575.00	1,337.35	1,123.44

* Amount is below the rounding off norm adopted by the Company

27. Change in liabilities arising from financing activities and non-cash financing and investing activities for the quarter ended June 30, 2025 (Consolidated)

Financing activities

Particulars	As at April 01, 2025	Proceeds	Repayment	Non cash movement				As at June 30, 2025
				Foreign exchange movement	Re-classification	Interest	Net of Additions / (Deletions)	
Term loans from Bank and others*	16,348.77	963.14	(3,000.46)	(3.20)	(12.25)	-	-	14,296.00
6% Compulsorily Convertible Debentures	4,332.72	-	(118.00)	-	-	-	-	4,214.72
8.95% p.a. Non Convertible Debentures	2,500	-	-	-	-	-	-	2,500.00
Term loans from Holding Company	-	-	-	-	-	-	-	-
Loan from fellow subsidiary	-	-	-	-	-	-	-	-
Working capital facilities excluding overdraft	-	692.50	-	-	-	-	-	692.50
Lease Liabilities	3,023.94	-	(229.27)	-	-	137.69	3,020.38	5,952.74
Total liabilities from financing activities	26,205.43	1,655.64	(3,347.73)	(3.20)	(12.25)	137.69	3,020.38	27,655.96

*Borrowings from banks is net off processing charges amounting to ₹ 318.90.

Change in liabilities arising from financing activities and non-cash financing and investing activities for the year ended March 31, 2025 (Consolidated)

Financing activities

Particulars	As at April 01, 2024	Proceeds	Repayment	Non cash movement				As at March 31, 2025
				Foreign exchange movement	Re-classification	Interest	Net of Additions / (Deletions)	
Term loans from Bank and others*	13,837.60	8,356.10	(5,431.93)	(5.90)	(407.10)	-	-	16,348.77
6% Compulsorily Convertible Debentures	5,467.50	-	(452.88)	-	(681.90)	-	-	4,332.72
8.95% p.a. Non Convertible Debentures	-	2,500.00	-	-	-	-	-	2,500.00
Term loans from Holding Company	208.00	-	(208.00)	-	-	-	-	-
Loan from fellow subsidiary	90.00	-	(90.00)	-	-	-	-	-
Working capital facilities excluding overdraft	279.50	-	(279.50)	-	-	-	-	-

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Particulars	As at April 01, 2024	Proceeds	Repayment	Non cash movement				As at March 31, 2025
				Foreign exchange movement	Re- classification	Interest	Net of Additions / (Deletions)	
Lease Liabilities	2,903.40		(445.85)	-	-	279.29	287.10	3,023.94
Total liabilities from financing activities	22,786.00	10,856.10	(6,908.16)	(5.90)	(1,089.00)	279.29	287.10	26,205.43

*Borrowings from banks is net off processing charges amounting to ₹ 306.75.

Change in liabilities arising from financing activities and non-cash financing and investing activities for the year ended March 31, 2024 (Standalone)

Financing activities

Particulars	As at April 01, 2023	Proceeds	Repayment	Non cash movement				As at March 31, 2024
				Foreign exchange movement	Re- classification	Interest	Net of Additions / (Deletions)	
Term loans from Bank and Others*	9,738.74	5,840.41	(1,732.90)	23.95	(32.60)	-	-	13,837.60
6% Compulsorily Convertible Debentures	4,274.26	6,000.00	(344.86)	-	(4,461.90)	-	-	5,467.50
6% Non-Cumulative Compulsorily Convertible Preference Shares [#]	500.00	-	-	-	(500.00)	-	-	-
Term loans from Holding Company	90.00	135.00	(17.00)	-	-	-	-	208.00
Loan from fellow subsidiary	100.00	-	(10.00)	-	-	-	-	90.00
Working capital facilities excluding overdraft	775.10	-	(495.60)	-	-	-	-	279.50
Lease Liabilities	2,335.60	-	(411.20)	-	-	270.10	708.90	2,903.40
Total liabilities from financing activities	17,813.70	11,975.41	(3,011.56)	23.95	(4,994.50)	270.10	708.90	22,786.00

*Borrowings from banks is net off processing charges amounting to ₹ 157.70.

[#]The company has converted 9% Cumulative Non-Convertible Redeemable Preference Shares to 6% Non-Cumulative Compulsorily Convertible Preference Shares.

Change in liabilities arising from financing activities and non-cash financing and investing activities for the year ended March 31, 2023 (Standalone)

Financing activities

Particulars	As at April 01, 2022	Proceeds	Repayment	Non cash movement				As at March 31, 2023
				Foreign exchange movement	Re- classification	Interest	Net of Additions / (Deletions)	
Term loans from Bank and others*	5,222.60	5,936.30	(1,272.01)	27.21	(175.36)	-	-	9,738.74
6% Compulsorily convertible debentures	3,233.57	2,980.00	(131.90)	-	(1,807.41)	-	-	4,274.26
9% Cumulative Non-Convertible Redeemable Preference Shares [#]	500.00	-	-	-	-	-	-	500.00
Term loans from Holding Company	90.00	-	-	-	-	-	-	90.00
Working capital facilities excluding overdraft	1,240.00	-	(464.90)	-	-	-	-	775.10
Lease Liabilities	1,816.20	-	(302.00)	-	-	207.30	614.10	2,335.60
Loan from fellow subsidiary	-	100.00	-	-	-	-	-	100.00
Total liabilities from financing activities	12,102.37	9,016.30	(2,170.81)	27.21	(1,982.77)	207.30	614.10	17,813.70

*Borrowings from banks is net off processing charges amounting to ₹ 175.40.

[#]9% Cumulative Non-Convertible Redeemable Preference shares are added to opening balances on account of merger. Sify Infinit Spaces Limited agreed to issue the 9% Non-Convertible Redeemable Preference Shares to Raju Vegesna Infotech & Industries Pvt Ltd on private placement basis. The Preference share capital are redeemable at par value at maturity, i.e. 18 years from the date of allotment.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

28. Deferred tax assets and liabilities

The tax effects of significant temporary differences that resulted in deferred tax asset/(liability) and a description of the items that created these differences is given below :

Recognised deferred tax assets/ (liabilities)

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Deferred tax assets on temporary deductible differences				
Property, Plant and Equipment	783.51	739.00	608.40	378.09
Leases / Right of Use Assets	147.95	139.90	133.80	98.90
Provision for employee benefits	4.78	3.60	2.90	1.90
Allowances for doubtful debts	31.70	30.50	27.10	24.80
Provision for doubtful advances	1.60	0.90	0.90	0.40
Intangible assets	0.51	0.58	(0.81)	(0.10)
Payment to MSME Vendors	0.75	0.60	0.60	-
	970.80	915.08	772.89	503.99
Net deferred tax assets / (liabilities) recognised in Statement of Assets and Liabilities	970.80	915.08	772.89	503.99

In assessing the realizability of the deferred income tax assets, management considers whether some portion or all of deferred tax assets will be realized. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategy in making this assessment. Based on the level of historical taxable income and projections of future taxable income over the periods in which deferred tax assets are deductible, management recognizes deferred tax assets on deductible temporary differences to the extent of deferred tax liabilities on taxable temporary differences. The amount of deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income are reduced.

Movement in temporary differences during current and previous year

	Provision for employee benefits	Allowances for doubtful debts	Provision for doubtful advances	Property, Plant and Equipment	Intangible assets	Leases / Right of Use Assets & Unwinding of Interest	Payment to MSME Vendors
Balance as at March 31, 2022	1.50	20.80	0.20	260.89	(1.00)	76.70	-
Recognised in income statement & Other Comprehensive Income	0.40	4.00	0.20	117.20	0.90	22.20	-
Balance as at March 31, 2023	1.90	24.80	0.40	378.09	(0.10)	98.90	-
Recognised in income statement & Other Comprehensive Income	1.00	2.30	0.50	230.31	(0.71)	34.90	0.60
Balance as at March 31, 2024	2.90	27.10	0.90	608.40	(0.81)	133.80	0.60
Recognised in income statement & Other Comprehensive Income	0.70	3.40	-	130.60	1.39	6.10	-
Balance as at March 31, 2025	3.60	30.50	0.90	739.00	0.58	139.90	0.60
Recognised in income statement & Other Comprehensive Income	1.18	1.20	0.70	44.51	(0.07)	8.05	0.15
Balance as at June 30, 2025	4.78	31.70	1.60	783.51	0.51	147.95	0.75

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Income tax expense recognized in profit or loss

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Current tax expense/ (reversal)	114.89	681.23	478.20	446.50
Deferred tax liability / (asset)	(55.24)	(142.19)	(268.90)	(144.90)
	59.65	539.04	209.30	301.60

Reconciliation of effective tax rates

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before taxes is summarised below:

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Profit before taxes	195.97	1,802.64	1,141.78	1,268.46
Enacted tax rates in India	25.17%	25.17%	25.17%	25.17%
Expected tax expense/(benefit)	49.32	453.69	287.36	319.25
Expenses that are not deductible in determining taxable profit	6.95	103.14	(70.00)	(22.41)
Reversal of previously recognised temporary differences	3.38	(17.79)	(8.06)	4.76
	59.65	539.04	209.30	301.60

29. Payments to directors (other than Whole-time Director)

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Sitting fees	0.73	2.65	0.35	0.25
	0.73	2.65	0.35	0.25

30. Reconciliation of equity shares in computing weighted average number of equity shares

(a) Weighted average number of shares

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Issued fully paid up ordinary shares as on April 1,	51,01,31,127	50,58,59,762	50,58,59,762	50,58,59,762
Issued as fully paid up in consideration for merger	-	2,22,345	-	-
Weighted average number of equity shares outstanding for Calculation of Basic Earnings Per Share	51,01,31,127	50,60,82,107	50,58,59,762	50,58,59,762

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

(b) Reconciliations of earnings used in calculating Basic Earnings Per Share (BEPS):

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Net profit as per profit and loss account	136.32	1,263.60	932.48	966.86
less: Dividend paid on Non-Cumulative Compulsorily Convertible Preference Shares	-	(22.50)	-	-
Profit attributable to the equity holders of the company used in calculating basic earnings per share	136.32	1,241.10	932.48	966.86
Basic Earnings per share	0.27	2.45	1.84	1.91
Diluted Earnings per share*	0.26	2.41	1.84	1.90

*Since above effect is anti-dilutive, the Diluted Earnings per Shares is restricted to Basic Earnings per Share for the year ended March 31, 2024.

Since the convertible instruments are issued based on the ranking of the instrument Diluted earnings per share are calculated based on the ranking of the convertible instrument.

31. Foreign currency exposure

The details of foreign currency exposure as at June 30, 2025 (Consolidated) are as follows:

Particulars	All amounts in respective currencies as mentioned (in millions)		
	As at June 30, 2025		
	Foreign Currency	Amount in foreign currency	Amount in Indian Rupees
Amounts receivable in foreign currency on account of:			
Cash and bank balances	USD	0.07	6.08
Trade Receivables	USD	2.71	232.05
Amounts payable in foreign currency on account of:			
Foreign currency long term loan	USD	1.25	106.93

* amount is below the rounding off norm adopted by the Company

The details of foreign currency exposure as at March 31, 2025 (Consolidated) are as follows:

Particulars	All amounts in respective currencies as mentioned (in millions)		
	As at March 31, 2025		
	Foreign Currency	Amount in foreign currency	Amount in Indian Rupees
Amounts receivable in foreign currency on account of:			
Cash and bank balances	USD	*	0.33
Trade Receivables	USD	2.26	193.77
Amounts payable in foreign currency on account of:			
Foreign currency long term loan	USD	1.50	128.37

* amount is below the rounding off norm adopted by the Company

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The details of foreign currency exposure as at March 31, 2024 (Standalone) are as follows:

All amounts in respective currencies as mentioned (in millions)			
Particulars	As at March 31, 2024		
	Foreign Currency	Amount in foreign currency	Amount in Indian Rupees
Amounts receivable in foreign currency on account of:			
Cash and bank balances	USD	0.24	20.01
Trade Receivables	USD	2.70	225.11
Amounts payable in foreign currency on account of:			
Foreign currency long term loan	USD	2.50	208.40

The details of foreign currency exposure as at March 31, 2023 (Standalone) are as follows:

All amounts in respective currencies as mentioned (in millions)			
Particulars	As at March 31, 2023		
	Foreign Currency	Amount in foreign currency	Amount in Indian Rupees
Amounts receivable in foreign currency on account of:			
Cash and bank balances	USD	0.05	4.50
Trade Receivables	USD	1.69	138.85
Amounts payable in foreign currency on account of:			
Foreign currency long term loan	USD	3.13	257.06

32. Employee benefits

a. Defined benefit plans (Gratuity)

Reconciliation of opening and closing balances of the present value of the defined benefit obligation (Gratuity)

Particulars	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Projected benefit obligation at the beginning of the period/ year	25.61	20.68	17.70	11.30
Service cost	0.91	4.20	3.11	2.30
Interest cost	0.41	1.50	1.25	0.70
Remeasurement (gain)/losses	2.52	2.43	1.20	3.80
Benefits paid	(0.80)	(3.20)	(2.58)	(0.40)
Projected benefit obligation at the end of the period/ year	28.65	25.61	20.68	17.70

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Change in the fair value of plan assets

Particulars	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Fair value of plan assets at the beginning of the period/ year	23.98	17.78	17.10	10.00
Interest income	0.38	1.30	1.26	0.60
Employer contributions	-	8.00	2.05	7.50
Benefits paid	(0.80)	(3.20)	(2.58)	(0.50)
Return on plan assets, excluding amount recognised in net interest expense	0.67	0.10	(0.05)	(0.50)
Fair value of plan assets at the end of the period/ year	24.23	23.98	17.78	17.10

Amount recognised in the Statement of Assets and Liabilities

Particulars	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Present value of projected benefit obligation at the end of the period/ year	28.65	25.61	20.68	17.70
Fair value of plan assets at the end of the period/ year	(24.23)	(23.98)	(17.78)	(17.10)
Funded status amount of liability recognised in the Statement of Assets and Liabilities	4.42	1.63	2.90	0.60

Expense recognised in the Statement of Profit and Loss

Particulars	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Service cost	0.91	4.20	3.11	2.30
Interest cost	0.41	1.50	1.25	0.70
Interest income	(0.38)	(1.30)	(1.26)	(0.60)
Net gratuity costs	0.94	4.40	3.10	2.40

Summary of actuarial assumptions

Particulars	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Discount rate	6.10%	6.65%	7.15%	7.30%
Salary escalation rate	8.00%	8.00%	8.00%	8.00%
Average future working life time	21.13 years	21.51 years	21.02 years	20.82 years

Discount rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Expected rate of return on plan assets: This is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Salary escalation rate: The estimates of future salary increases considered take into account the inflation, seniority, promotion and other relevant factors.

The expected cash flows over the next few years are as follows:

Year	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1 year	5.30	4.80	4.20	3.44
2 to 5 years	18.60	16.80	13.60	11.88
6 to 10 years	9.90	9.50	7.80	7.04
More than 10 years	4.40	3.90	3.40	2.62

Plan assets: The Gratuity plan's weighted-average asset allocation at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 by asset category is as follows:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Funds managed by insurers	100%	100%	100%	100%

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Remeasurement (gain) /loss arising from				
- change in demographic assumptions	-	-	-	(0.10)
- change in financial assumptions	0.64	0.50	0.11	0.92
- experience variance	1.83	1.90	1.00	2.97
- return on plan assets, excluding amount recognised in net interest expense/income	(0.67)	(0.12)	0.11	0.51
	1.80	2.28	1.22	4.30

Sensitivity analysis of significant actuarial assumptions

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

	Consolidated				Standalone			
	June 30, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase
Discount rate (-/+ 1%)	299	275	267	246	216	199	185	170
(% change compared to base due to sensitivity)	4.4%	(4.0)%	4.3%	(3.9)%	4.2%	(3.9)%	4.3%	(4.0)%
Attrition Rate (- / + 50% of attrition rates)	306	274	270	247	213	203	179	175
(% change compared to base due to sensitivity)	6.6%	(4.5)%	5.2%	(3.8)%	2.6%	(2.2)%	0.9%	(1.4)%
Mortality Rate (- / + 10% of mortality rates)	287	287	256	256	207	207	177	177
(% change compared to base due to sensitivity)	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Salary Growth rate (-/+ 1%)	278	296	249	264	201	214	172	182
(% change compared to base due to sensitivity)	(3.0)%	3.1%	(3.0)%	3.1%	(3.0)%	3.1%	(2.9)%	3.00%

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

b. Contributions to defined contribution plans

In accordance with Indian law, all employees receive benefits from a provident fund, which is a defined contribution plan. Both the employee and employer make monthly contributions to the plan, each equal to a specified percentage of employee's basic salary. The company has no further obligations under the plan beyond its monthly contributions. An amount of ₹ 7.66, ₹ 24.75, ₹ 18.86 and ₹ 13.78 was contributed for the quarter ended June 30, 2025 and year ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively.

33. Segment reporting

The Company is in the business of providing Data Center services to clients which is the primary segment. As such, the Company's financial results are largely reflective of the Data Center services business and accordingly there are no separate reportable segments as per Ind AS 108 - Operating Segments, based on review by Chief Operating Decision Makers (CODM).

Major Customer

Revenue from three customers of Data center services represents approximately June 30, 2025: ₹ 2,672.06, March 31, 2025 ₹ 9,761.63, March 31, 2024 ₹ 7,137.38 & March 31, 2023 ₹ 6,846.65 of the Company's total revenue.

34. Related parties and transactions

(a) Related parties

The related parties where control / significant influence exists are subsidiaries and associates. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director whether executive or otherwise. Key management personnel includes the board of directors and other senior management executives. The other related parties are those with whom the Company has had transaction during the quarter ended June 30, 2025 and year ended March 31, 2025, March 31, 2024 and March 31, 2023 are as follows:

Particulars	Related Parties	Country of Incorporation	% of ownership interest
Ultimate Holding Company	Ramanand Core Investment Company Private Limited (subsidiary of Raju Vegesna Infotech and Industries Private Limited)	India	
Holding Company	Sify Technologies Limited	India	100%
Associate Company	SKVR Software Solution Private Limited	India	49%
Fellow Subsidiaries	Sify Technologies (Singapore) Pte. Limited	Singapore	
	Sify Technologies North America Corporation	USA	
	Sify Data and Managed Services Limited	India	
	Sify Digital Services Limited	India	
Key Managerial Personnel	Mr. Veeraraghavan Ramanujan (Till October 21, 2024)#		
	Mr. Ganesh Sankararaman (effective October 22, 2024)#		
	Mr. Chintaluri Venkata Rajeswara Rao		
	Mr. Devendiriya Jayaraman Poornasandar		
Trust controlled by KMP of Holding Company##	Raju Vegesna Foundation	India	

#Mr. Ganesh Sankararaman appointed as a Chief Financial Officer of the Company effective October 22, 2024, due to relinquishment by Mr. Veeraraghavan Ramanujan

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

(b) Related party transactions and balances

Following is a summary of related party transactions:

Transactions	As at June 30, 2025 (Consolidated)				
	Sify Technologies Limited	Sify Digital Services Limited	SKVR Software Solution Private Limited	Sify Technologies (Singapore) Pte. Limited	Key Management Personnel
Rent received	0.58	3.80	-	-	-
Lease rentals to holding company**	64.69	-	-	-	-
Sitting Fees paid to directors	-	-	-	-	0.73
Lease Rent Paid	-	-	96.00	-	-
Loan Given	-	-	130.00	-	-
Receipt of services	-	-	-	9.03	-
Rendering of services [#]	7.58	14.35	-	-	-
Interest Received	-	-	34.88	-	-
Revenue transfer*	14.47	-	-	-	-
Reimbursement of expenses	-	-	26.65	-	-
Expenses transfers*	181.83	4.46	-	-	-
Interest paid on CCDs	33.28	-	-	-	-
Security Deposit given	-	-	96.00	-	-
Salaries and other short term benefits***	-	-	-	-	6.27
Contributions to defined contribution plans***	-	-	-	-	0.39
Amount of outstanding balances					
Amount Payable	(0.02)	(0.26)	(45.73)	-	-
Amount Receivable	36.84	-	-	-	-
Advance receivable/(payable)	(250.00)	7.45	-	-	-
Loan receivable/(payable) Net	-	-	1,700.00	-	-
Security Deposit	34.47	-	96.00	-	-
Issue of CCDs####	2,006.90	-	-	-	-
Outstanding preference shares	-	-	1,490.00	-	-
Guarantees and collaterals on behalf of the Company					
Guarantees given#####	-	-	1,387.50	-	-

There were no inter-company transactions requiring elimination on consolidation in the Restated Consolidated Financial Information. Accordingly, all related party transactions as disclosed in the separate financial statements of the Company, have been included in these restated consolidated financial information.

*On account of Business Transfer agreement executed during FY 2020-21, the customer and vendor contracts novation was in progress during the period ended June 30, 2025 and hence the invoices related to vendor and customer pertaining to the Company have been booked in parent / fellow subsidiary company and subsequently transferred to subsidiary companies as expense and revenue transfers. (refer note D (7), D (17) and D (18)).

**During the year 2020-21, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the premises at Chennai, Noida and Hyderabad owned by the holding company for a period of ten years effective April 1, 2020 on a rent of ₹ 0.72 (Rupees Seven lakhs Twenty Thousand), ₹ 5.73 (Rupees Fifty Seven Lakhs Thirty Seven Thousand) & ₹ 5.03 (Rupees Fifty Lakhs Thirty two thousand) respectively per month with an escalation of 3% on the last paid rent after the end of every year and refundable security deposit equal to the rent of three months on all the said properties.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

**During the year 2022-23, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the additional floors and to terminate existing 3rd floor at Hyderabad owned by the holding company for a period of five years effective January 1, 2023 on a rent of ₹ 6.47 (Rupees Sixty four lakhs sixty five Thousand) and ₹ 1.17 (Rupees Eleven lakhs Seventy three Thousand) respectively , per month with an escalation of 3% on the last paid rent after the end of every year and refundable security deposit equal to the rent of three months.

**During the year 2023-24, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the additional Space in Chennai Tidel DC for a period of ten years effective April 1, 2023 on a rent of ₹ 0.64 (Rupees Six lakhs Thirty Seven Thousand) per month with an escalation of 3% on the last paid rent after the end of every year .

**During the financial year 2025-26, the Company had renewed the existing lease agreements with its parent Sify Technologies Limited to lease the additional Space in Chennai Tidel DC for a period of ten years effective April 1, 2025 on a rent of ₹ 3.58 (Rupees Thirty five lakhs Seventy Eight Thousand) per month with an escalation of 10% on the last paid rent after the end of every three years.”

***Represents salaries and other benefits of Key Management Personnel comprising of Mr. C R Rao (Whole Time Director), Mr Ganesh Sankararaman (Chief Financial officer) and Mr. Poorna Sandar DJ (Company Secretary).

#Pursuant to agreement for shared services between entities, SISL is charging to STL and SDSL for the services rendered.

##₹ Nil (March 31, 2025: ₹14.81, March 31, 2024 :₹ 20.20, March 31, 2023 :₹ 8.97) contributed to Raju Vegesna Foundation, Visakhapatnam which is controlled by KMP of holding company.

###Out of above CCDs, ₹1,231.85 is classified as other equity (refer note D (12)).

####The Corporate Guarantee given by Sify Infinit Spaces Limited in favour of SKVR Software Solution Private Limited shall be a continuing one and shall remain in full force and effect till such time SKVR Software Solution Private Limited repays the loan in full.

Transactions	As at March 31, 2025 (Consolidated)				
	Sify Technologies Limited	Sify Digital Services Limited	SKVR Software Solution Private Limited	Sify Data and Managed Services Limited	Key Management Personnel
Rent received	2.03	13.20	-	-	-
Lease rentals to holding company**	227.71	-	-	-	-
Sitting fees paid to directors	-	-	-	-	2.65
Lease Rent Paid	-	-	19.95	-	-
Loan Given	-	-	1,570.00	-	-
Rendering of services#	30.34	57.42	-	-	-
Interest Received	-	-	11.10	-	-
Investment in preference shares	-	-	990.00	-	-
Revenue transfer*	118.90	-	-	-	-
Expenses transfers*	526.88	14.59	-	-	-
Repayment of Capital advance	-	-	3,606.90	-	-
Interest paid on Loan Received	13.40	-	-	6.06	-
Interest paid on CCDs	133.50	-	-	-	-
Loan Repaid***	208.00	-	-	90.00	-
Assets transfer	3.89	-	-	108.53	-
Salaries and other short term benefits****	-	-	-	-	2.47
Contributions to defined contribution plans****	-	-	-	-	0.15
Amount of outstanding balances					
Amount Payable	(1.91)	(0.27)	-	-	-
Amount Receivable	69.20	-	-	-	-

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Transactions	As at March 31, 2025 (Consolidated)				
	Sify Technologies Limited	Sify Digital Services Limited	SKVR Software Solution Private Limited	Sify Data and Managed Services Limited	Key Management Personnel
Advance receivable/(payable)	(138.99)	0.78	-	-	-
Loan receivable/(payable) Net ^{#####}	-	-	1,570.00	-	-
Security Deposit	34.47	-	-	-	-
Issue of CCDs ^{###}	2,028.27	-	-	-	-
Outstanding preference shares	-	-	1,490.00	-	-
Guarantees and collaterals on behalf of the Company					
Guarantees given ^{#####}	-	-	1,464.58	-	-

There were no inter-company transactions requiring elimination on consolidation in the Restated Consolidated Financial Information. Accordingly, all related party transactions as disclosed in the separate financial statements of the Company, have been included in these restated consolidated financial information.

*On account of Business Transfer agreement executed during FY 2020-21, the customer and vendor contracts novation was in progress during the year ended March 31, 2025 and hence the invoices related to vendor and customer pertaining to the company have been booked in parent / fellow subsidiary company and subsequently transferred to subsidiary companies as expense and revenue transfers. The Expenses Transfer from Sify Technologies Limited for the FY 2024-25 includes ₹ 6.50 of KMP remuneration cross-charged to the Company. (refer note D (7), D (17) and D (18))

***During the FY 2020-21, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the premises at Chennai, Noida and Hyderabad owned by the holding company for a period of ten years effective April 1, 2020 on a rent of ₹ 0.72 (Rupees Seven lakhs Twenty Thousand), ₹ 5.73 (Rupees Fifty Seven Lakhs Thirty Seven Thousand) & ₹ 5.03 (Rupees Fifty Lakhs Thirty two thousand) respectively per month with an escalation of 3% on the last paid rent after the end of every year and refundable security deposit equal to the rent of three months on all the said properties.

**During the FY 2022-23, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the additional floors and to terminate existing 3rd floor at Hyderabad owned by the holding company for a period of five years effective January 1, 2023 on a rent of ₹ 6.46 (Rupees Sixty four lakhs sixty five Thousand) and ₹ 1.17 (Rupees Eleven lakhs Seventy three Thousand) respectively , per month with an escalation of 3% on the last paid rent after the end of every year and refundable security deposit equal to the rent of three months.

**During the FY 2023-24, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the additional Space in Chennai Tidel DC for a period of ten years effective April 1, 2023 on a rent of ₹ 0.64 (Rupees Six lakhs Thirty Seven Thousand) per month with an escalation of 3% on the last paid rent after the end of every year.

*** Refer Note D (13)

**** Represents salaries and other benefits of Key Management Personnel comprising of Mr. Devendiriya Jayaraman Poornasandar (Company Secretary) only. Other KMP's remuneration are included in Expense transfer.

#Pursuant to agreement for shared services between entities, SISL is charging to STL and SDSL for the services rendered.

₹14.81 (March 31, 2024 :₹ 20.20, March 31, 2023 :₹ 8.97) contributed to Raju Vegesna Foundation, Visakhapatnam which is controlled by KMP of holding company.”

Out of above CCDs, ₹1,231.85 is classified as other equity (refer note D (12))

Loan carries interest @ 8.5% p.a and repayable within three years from the date of loan taken or mutually decided by the borrower or lender.

The Corporate Guarantee given by Sify Infinit Spaces Ltd. in favour of Term Loan amounting to ₹ 1,464.58 of SKVR Software Solution Pvt. Ltd. as on March 31, 2025 shall be continuing one and shall remain in full force and effect till such time SKVR Software Solution Private Limited repays the loan in full.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Transactions	As at March 31, 2024 (Standalone)				
	Sify Technologies Limited	Sify Digital Services Limited	SKVR Software Solution Private Limited	Sify Data and Managed Services Limited	Key Management Personnel
Lease rentals to holding company**	236.20	-	-	-	-
Sitting fees paid to directors	-	-	-	-	0.35
Rent Received	2.00	13.20	-	-	-
Rendering of services#	30.34	57.40	-	-	-
Investment in Associate	-	-	196.00	-	-
Investment in preference shares	-	-	500.00	-	-
Revenue transfer*	113.05	-	-	-	-
Expenses transfers*	427.34	13.20	-	-	-
Interest paid on Loan Received	6.30	-	-	6.41	-
Interest paid on CCDs	133.50	-	-	-	-
Capital advance given	-	-	1,639.70	-	-
Assets transfer	0.49	-	-	-	-
Security Deposit Transfer	0.96	1.30	-	-	-
Salaries and other short term benefits****	-	-	-	-	2.10
Contributions to defined contribution plans****	-	-	-	-	0.13
Amount of outstanding balances					
Amount payable	95.08	2.08	-	-	-
Amount receivable	111.81	-	-	-	-
Advance receivable/payable	-	2.00	-	-	-
Capital advance Outstanding	-	-	3,513.20	-	-
Loan Outstanding	208.00	-	-	90.00	-
Lease Deposit	34.47	-	-	-	-
Issue of CCDs###	2,110.25	-	-	-	-
Outstanding preference shares	-	-	500.00	-	-

*On account of Business Transfer agreement executed during FY 2020-21, the customer and vendor contracts novation was in progress during the year ended March 31, 2024 and hence the invoices related to vendor and customer pertaining to the company have been booked in parent / fellow subsidiary company and subsequently transferred to subsidiary companies as expense and revenue transfers. The Expenses Transfer from Sify Technologies Limited for the FY 2023-24 includes ₹ 5.60 of KMP remuneration cross-charged to the Company (refer note D (7), D (17) and D (18)).

**During the FY 2020-21, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the premises at Chennai, Noida and Hyderabad owned by the holding company for a period of ten years effective April 1, 2020 on a rent of ₹ 0.72 (Rupees Seven lakhs Twenty Thousand), ₹ 5.74 (Rupees Fifty Seven Lakhs Thirty Seven Thousand) & ₹ 5.03 (Rupees Fifty Lakhs Thirty two thousand) respectively per month with an escalation of 3% on the last paid rent after the end of every year and refundable security deposit equal to the rent of three months on all the said properties.

**During the FY 2022-23, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the additional floors and to terminate existing 3rd floor at Hyderabad owned by the holding company for a period of five years effective January 1, 2023 on a rent of ₹ 6.47 (Rupees Sixty four lakhs sixty five Thousand) and ₹ 1.17 (Rupees Eleven lakhs Seventy three Thousand) respectively, per month with an escalation of 3% on the last paid rent after the end of every year and refundable security deposit equal to the rent of three months.

**During the FY 2023-24, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the additional Space in Chennai Tidel DC for a period of ten years effective April 1, 2023 on a rent of ₹ 0.64 (Rupees Six lakhs Thirty Seven Thousand) per month with an escalation of 3% on the last paid rent after the end of every year .'

**** Represents salaries and other benefits of Key Management Personnel comprising of Mr. Devendiriya Jayaraman Poornasandar (Company Secretary) only. Other KMP's remuneration are included in Expense transfer.

Pursuant to agreement for shared services between entities, SISL is charging to STL and SDSL for the services rendered.

₹20.20 (Previous Year :₹ 8.97) contributed to Raju Vegesna Foundation, Visakhapatnam which is controlled by KMP of holding company.

Out of above CCDs, ₹ 1,231.85 is classified as other equity (refer note D (12))

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Transactions	As at March 31, 2023 (Standalone)				
	Sify Technologies Limited	Sify Digital Services Limited	Sify Data and Managed Services Ltd	Raju Vegesna Infotech & Industries Pvt Ltd.*	Key Management Personnel
Lease rentals to holding company**	220.31	-	-	-	-
Rent Received	2.03	13.20	-	-	-
Sitting fees paid to directors	-	-	-	-	0.25
Rendering of services#	30.34	57.42	-	-	-
Revenue transfer*	105.41	-	-	-	-
Expenses transfers / Reimbursement*	346.42	0.99	0.65	-	-
Interest paid on Loan Received	7.33	4.89	1.80	-	-
Interest paid on CCDs	66.14	-	-	-	-
Loan Received***	10.00	-	100.00	-	-
Loan Repaid	21.00	9.50	-	-	-
Issue of CCDs	1,225.00	-	-	-	-
Assets transfer	3.46	-	-	-	-
Security Deposit Transfer	36.00	-	-	-	-
Leasehold Land rights	-	-	264.83	-	-
Salaries and other short term benefits****	-	-	-	-	1.75
Contributions to defined contribution plans****	-	-	-	-	0.08
Amount of outstanding balances					
Amount payable	159.00	-	0.11	-	-
Amount receivable	127.10	5.40	-	-	-
Preference shares	-	-	-	500.00	-
Consideration payable	58.38	-	-	-	-
Interest payable on Preference shares	-	-	-	90.00	-
Loan Outstanding	90.00	-	100.00	-	-
Security Deposit	34.47	-	-	-	-
Issue of CCDs###	2,187.71	-	-	-	-

*On account of Business Transfer agreement executed during FY 2020-21, the customer and vendor contracts novation was in progress during the year ended March 31, 2023 and hence the invoices related to vendor and customer pertaining to the company have been booked in parent / fellow subsidiary company and subsequently transferred to subsidiary companies as expense and revenue transfers. (refer note D (7), D (18) and D (19))

***During the FY 2020-21, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the premises at Chennai, Noida and Hyderabad owned by the holding company for a period of ten years effective April 1, 2020 on a rent of ₹ 0.72 (Rupees Seven lakhs Twenty Thousand), ₹ 5.74 (Rupees Fifty Seven Lakhs Thirty Seven Thousand) & ₹ 5.03 (Rupees Fifty Lakhs Thirty two thousand) respectively per month with an escalation of 3% on the last paid rent after the end of every year and refundable security deposit equal to the rent of three months on all the said properties.

**During the FY 2022-23, the Company had entered into a lease agreement with its parent Sify Technologies Limited, to lease the additional floors and to terminate existing 3rd floor at Hyderabad owned by the holding company for a period of five years effective January 1, 2023 on a rent of ₹ 6.47 (Rupees Sixty four lakhs sixty five Thousand) and ₹ 1.17 (Rupees Eleven lakhs Seventy three thousand) respectively , per month with an escalation of 3% on the last paid rent after the end of every year and refundable security deposit equal to the rent of three months.”

***Refer Note D (13)

****Represents salaries and other benefits of Key Management Personnel comprising of Mr. Devendiriya Jayaraman Poornasandar (Company Secretary) only. Other KMP's remuneration are included in Expense transfer.

#Pursuant to agreement for shared services between entities, the billing from parent entity to the subsidiary entities and vice versa is part of the services rendered and services received.

₹ 8.97 contributed to Raju Vegesna Foundation, Visakhapatnam which is controlled by KMP of holding company.

Out of above CCDs, ₹ 678.21 is classified as other equity (refer note D (12))

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

35. Financial instruments

A. Derivative financial instruments

i. Forward and option contracts

Foreign exchange forward contracts and options are purchased to mitigate the risk of changes in foreign exchange rates associated with certain payables, receivables and forecasted transactions denominated in certain foreign currencies. These derivative contracts are initially recognized at fair value on the date the contract is entered into and subsequently re-measured at their fair value. Gains or losses arising from changes in the fair value of the derivative contracts are recognized immediately in profit or loss. The counterparties for these contracts are generally banks or financial institutions. There are no outstanding forward contracts as at June 30, 2025, March 31, 2025, March 31, 2024 & March 31, 2023.

ii. Swap Arrangements

The Company has entered into swap arrangement comprising of Cross Currency Swap (on Principal repayment) and Interest rate swap (floating to fixed), in order to hedge the cash flows arising out of the Principal and Interest payments of the underlying External Commercial Borrowing denominated in USD. The period of the swap contract is co terminus with the period of the underlying ECB. As per the terms of the arrangement, the Company shall pay INR fixed and receive fixed USD principal cash flows during the term of the contract and the Company shall pay fixed rate of interest (8.9%) and receive variable rate of interest equal to SOFR + 2.5% on notional amount. The swap arrangement is marked to market at the end of every period and profit / losses are recognised in the Statement of Profit and Loss. The details of Cross Currency Swap and Interest Rates Swap is as follows:

a. Cross Currency Swap

The outstanding balances as on June 30, 2025 (Consolidated) is as follows

All amounts in respective currencies as mentioned (in millions)

Particulars	Value of the ₹ term loan	Value of the USD principal	Mark to Market losses/ (gain)
Tranche 1	36.75	USD 0.50	-
Tranche 2	55.13	USD 0.75	-
Total	91.88	USD 1.25	-

The outstanding balances as on March 31, 2025 (Consolidated) is as follows

All amounts in respective currencies as mentioned (in millions)

Particulars	Value of the ₹ term loan	Value of the USD principal	Mark to Market losses/ (gain)
Tranche 1	44.10	USD 0.60	-
Tranche 2	66.15	USD 0.90	-
Total	110.25	USD 1.50	-

The outstanding balances as on March 31, 2024 (Standalone) is as follows

All amounts in respective currencies as mentioned (in millions)

Particulars	Value of the ₹ term loan	Value of the USD principal	Mark to Market losses/ (gain)
Tranche 1	73.50	USD 1.00	-
Tranche 2	110.30	USD 1.50	-
Total	183.80	USD 2.50	-

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The outstanding balances as on March 31, 2023 (Standalone) is as follows

All amounts in respective currencies as mentioned (in millions)

Particulars	Value of the ₹ term loan	Value of the USD principal	Mark to Market losses/ (gain)
Tranche 1	102.90	USD 1.40	-
Tranche 2	154.35	USD 2.10	-
Total	257.25	USD 3.50	-

The maturity of these contracts extends till five years and six months. The table below summarizes the cash flows (principal) of these derivative financial instruments into relevant maturity groupings based on the remaining period as at the end of the year:

All amounts in respective currencies as mentioned (in millions)

	As at June 30, 2025 (Consolidated)		As at March 31, 2025 (Consolidated)	
	Receivable (USD)	Payable (₹)	Receivable (USD)	Payable (₹)
Less than 1 year	1.00	73.50	1.00	73.50
One to two years	0.25	18.38	0.50	36.75
Two to three years	-	-	-	-
Three to four years	-	-	-	-
Four to five years	-	-	-	-
More than five years	-	-	-	-
Total cash flows	1.25	91.88	1.50	110.25

All amounts in respective currencies as mentioned (in millions)

	As at March 31, 2024 (Standalone)		As at March 31, 2023 (Standalone)	
	Receivable (USD)	Payable (₹)	Receivable (USD)	Payable (₹)
Less than 1 year	1.00	73.50	1.00	73.50
One to two years	1.00	73.50	1.00	73.50
Two to three years	0.50	36.75	1.00	73.50
Three to four years	-	-	0.50	36.75
Four to five years	-	-	-	-
More than five years	-	-	-	-
Total cash flows	2.50	183.75	3.50	257.25

The Company recognized a net loss on the cross currency swaps of ₹ Nil for the Quarter ended June 30, 2025(March 31, 2025, March 31, 2024 & March 31, 2023: ₹ Nil).

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

b. Interest rate swap:

The maturity of these contracts extends till five years and six months. The table below summarizes the cash flows (interest) of these derivative financial instruments into relevant maturity groupings based on the remaining period as at the end of the year:

	All amounts in respective currencies as mentioned (in millions)			
	As at June 30, 2025 (Consolidated)		As at March 31, 2025 (Consolidated)	
	Receivable (USD)	Payable (₹)	Receivable (USD)	Payable (₹)
Less than 1 year	0.05	3.90	0.10	7.37
One to two years	*	0.30	*	1.24
Two to three years	-	-	-	-
Three to four years	-	-	-	-
Four to five years	-	-	-	-
More than five years	-	-	-	-
Total cash flows	0.05	4.20	0.10	8.61

	All amounts in respective currencies as mentioned (in millions)			
	As at March 31, 2024 (Standalone)		As at March 31, 2023 (Standalone)	
	Receivable (USD)	Payable (₹)	Receivable (USD)	Payable (₹)
Less than 1 year	0.20	13.92	0.30	20.51
One to two years	0.10	7.37	0.20	13.92
Two to three years	*	1.24	0.10	7.37
Three to four years	-	-	*	1.24
Four to five years	-	-	-	-
More than five years	-	-	-	-
Total cash flows	0.30	22.53	0.60	43.04

* Amount is below the rounding off norm adopted by the Company

Total notional amount outstanding as on June 30, 2025 is \$ 1.25 (March 31, 2025: \$ 1.50, March 31, 2024: \$ 2.50 & March 31, 2023: \$ 3.50)

The Company recognized a net mark to market gain on the interest rate swaps of ₹ 3.05 (March 31, 2025: ₹ 8.48, March 31, 2024: ₹ 8.50 & March 31, 2023: ₹ 26.66).

B. Financial instruments by category

The carrying value and fair value of financial instruments by each category as at June 30, 2025 (Consolidated) were as follows:

Particulars	Financial assets/ liabilities at amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Assets					
Investments	-	-	2,389.74	2,389.74	2,389.74
Trade receivables	3,464.31	-	-	3,464.31	3,464.31
Cash and Bank balances	1,502.36	-	-	1,502.36	1,502.36
Other financial assets	2,747.09	-	-	2,747.09	2,747.09
Derivative financial instruments	-	15.47	-	15.47	15.47

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Particulars	Financial assets/ liabilities at amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Liabilities					
Borrowings from banks & others	14,988.50	-	-	14,988.50	14,988.50
6% Compulsorily Convertible Debentures	4,214.72	-	-	4,214.72	4,214.72
8.95% Non - Convertible Debentures	2,500.00	-	-	2,500.00	2,500.00
Lease Liabilities	5,952.74	-	-	5,952.74	5,952.74
Trade payables	1,426.36	-	-	1,426.36	1,426.36
Other financial liabilities	2,304.14	-	-	2,304.14	2,304.14

The carrying value and fair value of financial instruments by each category as at March 31, 2025 (Consolidated) were as follows:

Particulars	Financial assets/ liabilities at amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Assets					
Investments	-	-	2,297.53	2,297.53	2,297.53
Trade receivables	2,879.27	-	-	2,879.27	2,879.27
Cash and Bank balances	3,324.70	-	-	3,324.70	3,324.70
Other financial assets	3,455.45	-	-	3,455.45	3,455.45
Derivative financial instruments	-	18.52	-	18.52	18.52
Liabilities					
Borrowings from banks & others	16,348.77	-	-	16,348.77	16,348.77
6% Compulsorily Convertible Debentures	4,332.72	-	-	4,332.72	4,332.72
8.95% Non - Convertible Debentures	2,500.00	-	-	2,500.00	2,500.00
Lease Liabilities	3,023.94	-	-	3,023.94	3,023.94
Trade payables	2,044.87	-	-	2,044.87	2,044.87
Other financial liabilities	787.44	-	-	787.44	787.44

The carrying value and fair value of financial instruments by each category as at March 31, 2024 (Standalone) were as follows:

Particulars	Financial assets/ liabilities at amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Assets					
Investments	-	-	1,298.01	1,298.01	1,298.01
Trade receivables	2,612.80	-	-	2,612.80	2,612.80
Cash and Bank balances	2,919.14	-	-	2,919.14	2,919.14
Other financial assets	1,624.14	-	-	1,624.14	1,624.14
Derivative financial instruments	-	27.00	-	27.00	27.00

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Particulars	Financial assets/ liabilities at amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Liabilities					
Borrowings from banks & others	14,117.10	-	-	14,117.10	14,117.10
6% Compulsorily Convertible Debentures	5,467.50	-	-	5,467.50	5,467.50
Borrowings from holding company & fellow subsidiaries	298.00	-	-	298.00	298.00
Lease Liabilities	2,903.40	-	-	2,903.40	2,903.40
Trade payables	1,391.39	-	-	1,391.39	1,391.39
Other financial liabilities	1,086.70	-	-	1,086.70	1,086.70

The carrying value and fair value of financial instruments by each category as at March 31, 2023 (Standalone) were as follows:

Particulars	Financial assets/ liabilities at amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Total carrying value	Total fair value
Assets					
Investments	-	-	606.32	606.32	606.32
Trade receivables	2,606.20	-	-	2,606.20	2,606.20
Cash and Bank balances	2,140.00	-	-	2,140.00	2,140.00
Other Bank balances	751.20	-	-	751.20	751.20
Other financial assets	469.00	-	-	469.00	469.00
Derivative financial instruments	-	35.50	-	35.50	35.50
Liabilities					
Borrowings from banks	10,513.84	-	-	10,513.84	10,513.84
9% Non-Convertible Redeemable Preference shares	500.00	-	-	500.00	500.00
6% Compulsorily Convertible Debentures	4,274.26	-	-	4,274.26	4,274.26
Borrowings from holding company & fellow subsidiaries	190.00	-	-	190.00	190.00
Bank overdraft	333.50	-	-	333.50	333.50
Lease Liabilities	2,335.60	-	-	2,335.60	2,335.60
Trade payables	945.39	-	-	945.39	945.39
Other financial liabilities	1,181.00	-	-	1,181.00	1,181.00

Details of financial assets pledge as collateral

The carrying amount of financial assets as at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 that the Company has provided as collateral for obtaining borrowing and other facilities from the bankers are as follows:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade receivables	300.00	-	279.50	1,107.50
Cash and Bank balances	1,749.41	1,768.87	1,571.31	981.90
	2,049.41	1,768.87	1,850.81	2,089.40

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

C. Fair value measurements:

The details of assets and liabilities that are measured on fair value on recurring basis are given below:

	Fair value as at June 30, 2025 (Consolidated)			Fair value as at March 31, 2025 (Consolidated)		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets						
Derivative financial assets - gain on outstanding forward contracts	-	-	-	-	-	-
Liabilities						
Derivative financial liabilities - loss on outstanding option/forward contracts	-	-	-	-	-	-
Derivative financial liabilities - loss on outstanding cross currency swaps	-	-	-	-	-	-
Derivative financial liabilities - (gain) / loss on outstanding interest rate swaps	-	-	3.05	-	-	8.48
	Fair value as at March 31, 2024 (Standalone)			Fair value as at March 31, 2023 (Standalone)		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets						
Derivative financial assets - gain on outstanding forward contracts	-	-	-	-	-	-
Liabilities						
Derivative financial liabilities - loss on outstanding option/forward contracts	-	-	-	-	-	-
Derivative financial liabilities - loss on outstanding cross currency swaps	-	-	-	-	-	-
Derivative financial liabilities - (gain) / loss on outstanding interest rate swaps	-	-	8.50	-	-	26.66

- Level 1 – unadjusted quoted prices in active markets for identical assets and liabilities.
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3 – unobservable inputs for the asset or liability

D. Interest income/(expenses), gains/(losses) recognized on financial assets and liabilities

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(a) Financial assets at amortised cost				
Interest income on bank deposits	15.47	189.28	220.50	61.80
Interest income on other financial assets	38.62	20.89	9.30	25.00
Impairment on trade receivables	-	(15.00)	(30.00)	(20.00)
(b) Financial assets/liabilities at fair value through profit or loss (FVTPL)				
Net gains/(losses) on fair valuation of derivative financial instruments	(3.05)	(8.48)	(8.50)	(26.66)
(c) Financial liabilities at amortised cost				
Interest expenses on lease obligations	(137.69)	(279.29)	(270.10)	(207.30)
Interest expenses on borrowings from banks, others and overdrafts	(426.46)	(1,248.85)	(930.40)	(744.60)

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

36. Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the risk management framework. The Board of Directors are assisted in its oversight role by Internal Audit. Internal Audit undertakes reviews of risk management controls and procedures, the results of which are reported to the Board of Directors.

Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's trade receivables, treasury operations and other activities that are in the nature of leases.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Management considers that the demographics of the Company's customer base, including the default risk of the industry and country in which customers operate, has less of an influence on credit risk. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of the customers to which the Company grants credit terms in the normal course of the business.

Cash and Bank balances and other investments

In the area of treasury operations, the Company is presently exposed to counter-party risks relating to short term and medium term deposits placed with banks. The Chief Financial Officer is responsible for monitoring the counterparty credit risk, and has been vested with the authority to seek Board's approval to hedge such risks in case of need.

Exposure to credit risk

The gross carrying amount of financial assets, net of any impairment losses recognized represents the maximum credit exposure. The maximum exposure to credit risk as at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 was as follows:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Other investments	2,389.74	2,297.53	1,298.01	606.32
Trade receivables	3,464.31	2,879.27	2,612.80	2,606.20
Cash and Bank balances	1,502.36	3,324.70	2,919.14	2,891.20
Other financial assets	2,762.56	3,473.97	1,651.14	504.50
	10,118.97	11,975.47	8,481.09	6,608.22

Financial assets

There is no other class of financial assets that is past due but not impaired other than trade receivables. The age analysis of trade receivables have been considered from the date of invoice. Refer Note D (7) for ageing of trade receivables and for activity in the allowance for impairment of trade receivables.

Financial assets that are neither past due nor impaired

Cash and bank balances, other assets, other receivables and finance lease receivables are neither past due nor impaired.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses, servicing of financial obligations. In addition, the Company has concluded arrangements with well reputed Banks, and has unused lines of credit that could be drawn upon should there be a need. The Company is also in the process of negotiating additional facilities with Banks for funding its requirements.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

As at June 30, 2025 (Consolidated)

	Carrying amount	Contractual cash flows	0-12 months	1-3 years	3-5 years	> 5 Years
Non-derivative financial liabilities						
Borrowings from banks & Others	14,988.50	22,731.50	3,851.70	6,061.70	5,203.40	7,614.70
6% Compulsorily Convertible Debentures	4,214.72	5,256.20	733.30	1,467.00	1,466.60	1,589.30
8.95% Non - Convertible Debentures	2,500.00	5,688.44	223.75	447.50	447.50	4,569.69
Lease Liabilities	5,952.74	14,596.42	912.27	1,813.02	1,732.53	10,138.60
Trade payables	1,426.36	1,426.36	1,426.36	-	-	-
Other financial liabilities	2,304.14	2,304.14	2,304.14	-	-	-
	31,386.46	52,003.06	9,451.52	9,789.22	8,850.03	23,912.29

As at March 31, 2025 (Consolidated)

	Carrying amount	Contractual cash flows	0-12 months	1-3 years	3-5 years	> 5 Years
Non-derivative financial liabilities						
Borrowings from banks & Others	16,348.77	24,148.10	2,971.20	6,537.00	5,824.60	8,815.30
6% Compulsorily Convertible Debentures	4,332.72	5,440.10	733.30	1,467.00	1,466.60	1,773.20
8.95% Non - Convertible Debentures	2,500.00	5,745.10	223.80	447.60	447.60	4,626.10
Lease Liabilities	3,023.94	9,445.70	492.70	990.30	866.90	7,095.80
Trade payables	2,044.87	2,044.87	2,044.87	-	-	-
Other financial liabilities	787.44	787.44	787.44	-	-	-
	29,037.74	47,611.31	7,253.31	9,441.90	8,605.70	22,310.40

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

As at March 31, 2024 (Standalone)

	Carrying amount	Contractual cash flows	0-12 months	1-3 years	3-5 years	> 5 Years
Non-derivative financial liabilities						
Borrowings from banks	14,117.10	18,218.00	3,184.50	6,682.00	4,851.70	3,499.80
6% Compulsorily Convertible Debentures	5,467.50	6,855.27	733.30	1,466.60	1,467.00	3,188.37
Borrowings from Holding company & Fellow Subsidiaries	298.00	332.90	109.29	223.61	-	-
Lease Liabilities	2,903.40	8,708.50	445.50	872.70	762.90	6,627.40
Trade payables	1,391.39	1,391.39	1,391.39	-	-	-
Other financial liabilities	1,086.70	1,086.70	1,086.70	-	-	-
	25,264.09	36,592.76	6,950.68	9,244.91	7,081.60	13,315.57

As at March 31, 2023 (Standalone)

	Carrying amount	Contractual cash flows	0-12 months	1-3 years	3-5 years	> 5 Years
Non-derivative financial liabilities						
Borrowings from banks	10,513.84	14,712.49	2,822.23	4,642.66	3,841.27	3,406.33
6% Compulsorily Convertible Debentures	4,274.26	5,116.55	373.67	747.00	747.17	3,248.71
9% Non-Convertible Redeemable Preference shares	500.00	500.00	500.00	-	-	-
Borrowings from Holding company & Fellow Subsidiaries	190.00	219.76	13.30	206.46	-	-
Bank overdraft	333.50	333.50	333.50	-	-	-
Lease Liabilities	2,335.60	5,634.19	343.63	729.17	744.87	3,816.52
Trade payables	945.39	945.39	945.39	-	-	-
Other financial liabilities	1,181.00	1,181.00	1,181.00	-	-	-
	20,273.59	28,642.88	6,512.72	6,325.29	5,333.31	10,471.56

Market risk:

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is exposed to market risk primarily related to foreign exchange rate risk (currency risk), interest rate risk and the market value of its investments. Thus the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

Currency risk:

The Company's exposure in USD, Euro and other foreign currency denominated transactions gives rise to Exchange rate fluctuation risk. Company's policy in this regard incorporates:

- Forecasting inflows and outflows denominated in US\$ for a twelve-month period
- Estimating the net-exposure in foreign currency, in terms of timing and amount.
- Determining the extent to which exposure should be protected through one or more risk-mitigating instruments to maintain the permissible limits of uncovered exposures.
- Carrying out a variance analysis between estimate and actual on an ongoing basis, and taking stop-loss action when the adverse movements breaches the 5% barrier of deviation, subject to review by Board of Directors.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

The Company's exposure to foreign currency risk as at June 30, 2025 (Consolidated) was as follows:

All amounts in respective currencies as mentioned (in millions)				
	Cash and bank balances	Trade receivables	Foreign Currency Loan	Net Balance Sheet exposure
USD	0.07	2.71	(1.25)	1.53

The Company's exposure to foreign currency risk as at March 31, 2025 (Consolidated) was as follows:

All amounts in respective currencies as mentioned (in millions)				
	Cash and bank balances	Trade receivables	Foreign Currency Loan	Net Balance Sheet exposure
USD	*	2.26	(1.50)	0.76

The Company's exposure to foreign currency risk as at March 31, 2024 (Standalone) was as follows:

All amounts in respective currencies as mentioned (in millions)				
	Cash and bank balances	Trade receivables	Foreign Currency Loan	Net Balance Sheet exposure
USD	0.24	2.70	(2.50)	0.44

The Company's exposure to foreign currency risk as at March 31, 2023 (Standalone) was as follows:

All amounts in respective currencies as mentioned (in millions)				
	Cash and bank balances	Trade receivables	Foreign Currency Loan	Net Balance Sheet exposure
USD	0.05	1.69	(3.13)	(1.39)

A 10% strengthening of the rupee against the respective currencies as at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 would have increased / (decreased) other comprehensive income and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Other comprehensive income	Profit/(loss)
June 30, 2025	-	(13.12)
March 31, 2025	-	(6.57)
March 31, 2024	-	(3.67)
March 31, 2023	-	11.37

A 10% weakening of the rupee against the above currencies as at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Interest rate risk:

Interest rate risk is the risk that an upward movement in interest rates would adversely affect the borrowing costs of the Company.

Profile

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments were as follows:

	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Fixed rate instruments				
Financial assets				
- Fixed deposits with banks	1,749.41	1,768.87	3,559.97	2,131.90
Financial liabilities				
- Borrowings from banks	-	-	-	-
- Borrowings from others	6,714.73	6,832.72	6,111.00	4,982.71
Variable rate instruments				
Financial liabilities				
- Borrowings from banks*	14,988.49	16,348.77	13,771.60	10,495.39
- Bank overdrafts	-	-	-	333.50

* Term loan from NIIF has a fixed rate of Interest rate for 5 years post which the spread shall be increased or decreased based on terms of loan.

Fair value sensitivity for fixed rate instruments

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Company does not designate derivatives (interest rate swaps) as hedging instruments under a fair value hedge accounting model. Therefore a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity for variable rate instruments

An increase of 100 basis points in interest rates at the reporting date would have increased / (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Other comprehensive income	Profit/(loss)
June 30, 2025	-	(0.70)
March 31, 2025	-	-
March 31, 2024	-	(3.30)
March 31, 2023	-	(5.39)

A decrease of 100 basis points in the interest rates at the reporting date would have had equal but opposite effect on the amounts shown above, on the basis that all other variable remain constant.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

37. Contribution towards Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, the amounts required to be spent by the Company during the quarter ended June 30, 2025 and years ended March 31, 2025, March 31, 2024 and March 31, 2023 towards Corporate Social Responsibility (CSR) are ₹ 28.52, ₹ 21.80, ₹ 21.70 and ₹ 13.57 respectively. The details of CSR expenditure and CSR activities carried out by the Company are as follows.

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Amount required to be spent during the quarter/ year	28.52	21.80	21.70	13.57
Amount of expenditure incurred	-	22.01	21.70	13.57
Shortfall at the end of the quarter/ year	-	-	-	-
Total of quarter/ previous years shortfall	-	-	-	-

Nature of CSR activities

The details of CSR activities carried out by the Company are as follows:

Name of the Organisation	Nature of activity	Consolidated		Standalone	
		For the quarter ended June 30, 2025	For the year ended March 31, 2025	For the year ended March 31 2024	For the year ended March 31 2023
Voluntary Health Services, Chennai	Promotion of health care	-	2.00	1.50	1.80
Shree Anand Charitable Trust, Mumbai	Livelihood enhancement	-	5.00	-	2.50
Sri Veda Paripalana Sabha	Livelihood enhancement	-	0.20	-	-
CHILD (Project Sakthi)	Livelihood enhancement	-	-	-	0.30
Raju Vegesna Foundation, Visakhapatnam*	Livelihood enhancement	-	14.81	20.20	8.97
Total		-	22.01	21.70	13.57

*The trust is controlled by Key Managerial Personnel of Holding Company

Note: The Company has time till March 31, 2026 to spend the CSR amount.

38. Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from the contracts with the customers

Particulars	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade Receivables	3,464.31	2,879.27	2,612.80	2,606.20
Contract liabilities - Deferred Revenue	379.58	355.32	337.40	342.60

Significant changes in deferred revenue balances during the period/ year are as follows

Particulars	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Revenue recognised that was included in the deferred revenue at the beginning of the period/ year	350.40	337.40	342.60	267.50

Costs to fulfil customer contracts are deferred and amortized over the contract period. For the quarter ended June 30, 2025 the Company has capitalised ₹ NIL (for the year ended March 31, 2025, March 31, 2024, March 31, 2023: ₹ NIL) and amortised ₹ NIL (for the year ended March 31, 2025, March 31, 2024, March 31, 2023: ₹ NIL). There was no impairment loss in relation to the capitalised cost.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

39. Dues to micro, small or medium enterprises

As per the Office memorandum issued by the Ministry of Micro, Small and Medium Enterprises dated August 26, 2008 recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 has been made in the financial information based on information received and available with the Company. As the records available with the company, there are dues payable to micro, small and medium enterprises as at June 30, 2025, March 31, 2025, March 31, 2024 & March 31, 2023. The Company has not received any claim for interest from any supplier as at the Statement of Assets and Liabilities date.

Particulars	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a. the principal amount and the interest due thereon remaining unpaid at the end of accounting period/ year	98.23	32.73	9.14	5.50
b. the amount of interest paid by the buyer beyond the appointed day during the accounting period/ year	-	-	-	-
c. the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-
d. the amount of interest accrued and remaining unpaid at the end of the accounting period/ year	-	-	-	-
e. the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-

40. Capital management

The Company's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders. The primary objective of Company's capital management is to maximise shareholders value. The Company manages its capital and makes adjustment to it in light of the changes in economic and market conditions. The Company does so by adjusting dividend paid to shareholders. The total capital as on June 30, 2025 is ₹ 17,543.26, March 31, 2025 is ₹ 17,408.26, March 31, 2024 is ₹ 15,481.79 and March 31, 2023 is ₹ 9,169.34.

The Company monitors capital using gearing ratio, which is net debt divided by total capital. Net debt comprises of long term and short term borrowings less cash and bank balances. Equity includes equity share capital and reserves that are managed as capital. The gearing at the end of the reporting period was as follows:

Particulars	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Debt	21,703.22	23,181.49	19,882.60	15,811.60
Less: cash and bank balances	(1,502.36)	(3,324.70)	(2,919.14)	(2,891.20)
Net debt	A 20,200.86	19,856.79	16,963.46	12,920.40
Equity	B 17,543.26	17,408.26	15,481.79	9,169.34
Net debt to Equity ratio	A/B 115%	114%	110%	141%

41. Merger of Print House (India) Private Limited

During FY 2020-21, Sify Technologies Limited ('STL') has acquired Print House India Private Limited ('PHIPL') through Corporate Insolvency Resolution Process. STL emerged as successful Resolution Applicant (RA) vide Hon'ble National Company Law Tribunal ('NCLT') order dated June 23, 2020. STL took over the management of affairs of PHIPL on October 16, 2020.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

During FY2022-23, the Board of Directors has approved for submitting a Scheme of Amalgamation ('Scheme') for the merger of its fellow subsidiary, PHIPL with Sify Infinit Spaces Limited ('SISL') with Hon'ble NCLT. The Company has filed the Scheme of Amalgamation with NCLT. The appointed date of the Scheme was April 1, 2022. Further, Sify Infinit Spaces Limited has received approval for the said Scheme from the shareholders and unsecured creditors of the Company at its meeting held on November 27, 2022 convened by Hon'ble NCLT, Chennai. Hon'ble NCLT has approved the Scheme of Amalgamation filed by SISL on July 10, 2023. As per the Hon'ble NCLT order, SISL has issued 8,59,762 equity shares to the shareholders of PHIPL.

42. Acquisition of SKVR Software Solution Private Limited

Sify Technologies Limited (Holding Company) has acquired SKVR Software Solution Private Limited ('SKVR'), a company engaged in Data Centre Business, through a Share Purchase Agreement dated 1st September 2023. The Company has been paid ₹ 400 as consideration to shareholders of SKVR with 51% and 49% of the purchase price paid by Sify Technologies Limited and Sify Infinit Spaces Limited, respectively.

SKVR holds 19,305 square meters of land allotted by the New Okhla Industrial Development Authority ('NOIDA') for a period of 90 years (effective from 2006). Share transfer was executed on March 26, 2025. The Leasehold land owned by SKVR has been used for construction of Data Centre. SKVR became an associate to the Company from the date of share transfer and considered for consolidation in the financial year 2024-25.

43. Audit Trail

The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, there are no instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved as per the statutory requirements for record retention.

44. Events after the reporting period

There were no significant events that occurred after the reporting period which affects the financials of the Group, requiring a disclosure / adjustment other than the below case.

- a) At the Annual General Meeting held on July 30, 2025, the shareholders approved the payment of a final dividend of ₹14.96 million on the 6% Non-Cumulative Compulsorily Convertible Preference Shares for the period from October 01, 2024, to March 31, 2025, payable to the holding company, Sify Technologies Limited. The approved dividend amount was subsequently transferred to a designated 'Dividend and Securities Payout' bank account and disbursed on August 01, 2025.
- b) The Company allotted 25,00,000 CCDs carrying a coupon rate of 6% to Sify Technologies Limited on August 12, 2025, aggregating ₹ 250 million.
- c) Dr. Thomas Michael Bradicich was appointed as an Additional Director (Independent) for a term of five consecutive years and Mr. Mark Evan Adams was appointed as an Additional Non-Executive and Non-Independent Director of the company with effect from August 18, 2025.

45. Material regrouping/reclassification

Appropriate regrouping/reclassification has been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss, Restated Statement of Cash Flows and Restated Statement of Changes in Equity, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Audited Special Purpose Interim Financial statements as at and for the three months period ended June 30, 2025 and financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with Schedule III (Division II) of the Act, as amended, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

46. Initial Public Offer

Pursuant to a resolution dated September 25, 2025, the Board of Directors approved the proposal to undertake an initial public offering of its equity shares of ₹ 10 each aggregating up to ₹ 25,000 million by way of a fresh issue of equity shares and an offer of sale up to ₹ 12,000 million.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

47. Other Statutory Information

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iii) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ('Ultimate Beneficiaries') or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iv) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Group has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vi) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
- (vii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

48. Associate Stock Option Plan

The Holding Company Sify Technologies Limited had issued stock options under Associate Stock Option Plan (ASOP) ASOP 2014. The Compensation Committee of the Holding Company grants the options on the basis of performance, criticality and potential of the employees as identified by the management of Holding Company. Each option entitles the holder to purchase one American Depository Share (ADS) at an exercise price determined by the Compensation committee on the date of the grant.

The fair value of stock options granted has been measured using the Black Scholes model at the date of the grant. The Black Scholes model includes assumptions regarding dividend yields, expected volatility, expected term (or "option life") and risk free interest rates. In respect of the options granted, the expected term is estimated based on the vesting term, contractual term as well as expected exercise behaviour of the employees receiving the option. Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares. Share prices for the year 2011-12 have been eliminated in determining volatility as there had been extra ordinary price movements during the said period on account of capital infusion by promoters. Dividend yield of the options is based on the recent dividend activity. Risk-free interest rates are based on the Government securities yield in effect at the time of the grant. These assumptions reflect management's best estimates, but these assumptions involve inherent market uncertainties based on market conditions generally outside the Company's control. As a result, if other assumptions had been used in the current period, stock-based compensation expense could have been materially impacted. Further, if management uses different assumptions in the future periods, stock compensation expense could be materially impacted in future years.

The estimated fair value of stock options is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards. Stock Compensation Expenses is reimbursed to the Holding Company.

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

49. Additional disclosure as per part III of Division II of Schedule III to Companies Act 2013

Name of the entity	For the period ended June 30, 2025 (Consolidated)							
	Net assets i.e., total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Parent Company								
Sify Infnit Spaces Limited	100.07%	17,554.67	108.37%	147.73	100%	(1.32)	108.45%	146.41
Associate Company								
SKVR Software Solution Private Limited	(0.07)%	(11.41)	(8.37)%	(11.41)	-	-	(8.45)%	(11.41)

Name of the entity	For the year ended March 31, 2025 (Consolidated)							
	Net assets i.e., total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Parent Company								
Sify Infnit Spaces Limited	100%	17,408.71	100%	1,264.05	100%	(2.28)	100%	1,261.77
Associate Company*								
SKVR Software Solution Private Limited	0%	(0.45)	(0.00)	(0.45)	-	-	0%	(0.45)

*Associate company with effect from March 26, 2025

E. STATEMENT OF RESTATEMENT ADJUSTMENTS MADE IN RESTATED CONSOLIDATED FINANCIAL INFORMATION

Part A: Statement of restatement adjustments to audited consolidated financial statements:

- (a) Reconciliation between total equity as per Audited Consolidated financial statements and restated consolidated financial information

Particulars	Consolidated		Standalone	
	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total Equity (as per audited consolidated financial statements)	17,543.26	17,408.26	15,481.79	9,169.34
Restatement adjustments	-	-	-	-
Total equity as per restated consolidated financial information	17,543.26	17,408.26	15,481.79	9,169.34

- (b) Reconciliation of total comprehensive income/(loss) as per Audited Consolidated financial statements and restated consolidated financial information

	Consolidated		Standalone	
	For the Quarter ended June 30, 2025	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Total comprehensive income/(loss) for the quarter/ year as per audited consolidated financial statements	135.00	1,261.32	931.26	962.56
Restatement adjustments	-	-	-	-
Restated total comprehensive income/(loss) for the year as per restated consolidated statement of profit and loss	135.00	1,261.32	931.26	962.56

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Part B: Non-adjusting events

Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated financial information are as follows:

- (a) There are no audit qualification in auditor's report for for the three months period ended June 30, 2025 and financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.
- (b) Other audit qualifications included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2020, on the consolidated financial statements for the year ended March 31, 2025 and Audited financial statements for the year ended March 31, 2024 and March 31, 2023 which do not require any corrective adjustment in the Restated Consolidated financial information are as follows:

Sify Infinit Spaces Limited

As at and for the period ended June 30, 2025

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

Emphasis of Matter - Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note B (1) "Basis of preparation" to the Consolidated financial statements which describes the basis of accounting. These Consolidated financial statements have been prepared by the Management of the Company for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed with the Securities and Exchange Board of India (SEBI), BSE Limited and National Stock Exchange of India Limited, in connection with the proposed initial public offering of the Company's equity shares. As a result, the Consolidated financial statements may not be suitable for any other purpose.

As at and for the year ended March 31, 2025

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

Emphasis of matter

We draw attention to Note B(6)(b), which describes the restatement of the Company's previously issued Standalone financial statements for the year ended March 31, 2024. The restatement was made in accordance with Ind AS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' regarding the presentation of Compound Financial Instruments. The impact of such changes on the items of Consolidated financial statements are stated in the said note. Our opinion on the Consolidated financial statements is not modified in respect of this matter.

Clause (i)(c) of Companies (Auditor's Report) Order, 2020

The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in Note D(1) and Note D(2) to the Standalone financial statements included in Property, Plant and Equipment and Right of Use Assets respectively are held in the name of the Company except the below mentioned title deeds of immovable properties, in the nature of leasehold land and buildings, which were acquired from Sify Technologies Limited ('Holding Company') pursuant to a Business Transfer Agreement ('BTA') dated January 28, 2021 with effect from April 1, 2020:

Description of Property	Gross carrying value as at March 31, 2025 (₹ millions)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company
Rabale Tower 1 - Leased Land (Right of Use Assets)	252.34	Sify Technologies Limited ('STL')	Promoter - STL	5 years from FY 2020-21	In process of transferring the lease agreements
Rabale Tower 2 - Leased Land (Right of Use Assets)	98.73	Sify Technologies Limited ('STL')	Promoter - STL	5 years from FY 2020-21	In process of transferring the lease agreements

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

Description of Property	Gross carrying value as at March 31, 2025 (₹ millions)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company
Rabale Tower 3 - Leased Land (Right of Use Assets)	499.97	Sify Technologies Limited ('STL')	Promoter - STL	5 years from FY 2020-21	In process of transferring the lease agreements
Rabale Tower 1 - Building (Property, Plant & Equipment)	744.43	Sify Technologies Limited ('STL')	Promoter - STL	5 years from FY 2020-21	In process of transferring the title deeds
Rabale Tower 2 - Building (Property, Plant & Equipment)	224.56	Sify Technologies Limited ('STL')	Promoter - STL	5 years from FY 2020-21	In process of transferring the title deeds
Rabale Tower 3 - Building (Property, Plant & Equipment)	1,590.63	Sify Technologies Limited ('STL')	Promoter - STL	5 years from FY 2020-21	In process of transferring the title deeds

Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

As disclosed in note D(16) to the Standalone financial statements, the Company had been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. Based on our examination of the records of the Company, the quarterly returns / statements filed by the Company for the quarters ending June 2024, September 2024 and December 2024 with such banks and financial institutions are in agreement with the books of account of the Company. The returns for the quarter ending March 2025 were not filed by the Company at the time of finalising the audit.

Clause (iii)(a) of Companies (Auditor's Report) Order, 2020

During the year the Company has provided loans, stood guarantee and provided security to companies, firms, Limited Liability Partnerships or any other parties as follows:

Particulars	Guarantees (₹ millions)	Loans (₹ millions)
Aggregate amount granted/ provided during the year - Associates	1,850.00	1,570.00
Balance outstanding as at Standalone balance sheet date in respect of above cases - Associates	1,464.60	1,570.00

Clause (vii)(b) of Companies (Auditor's Report) Order, 2020

Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below.

Nature of the Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ millions)
The Income Tax Act, 1961	Income Tax	Assessing Officer	AY 2021-22	172.10
The Income Tax Act, 1961	Income Tax	Assessing Officer	AY 2021-22	3.40
The Income Tax Act, 1961	Income Tax	Assessing Officer	AY 2022-23	164.00
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeal)	AY 2023-24	103.50
Maharashtra Municipal Corporation Act	Local Body Tax		2002-2016	109.10

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

As at and for the year ended March 31, 2024**Clause (i)(c) of Companies (Auditor's Report) Order, 2020**

The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in Note D(1) and Note D(2) to the standalone financial statements included in Property, Plant and Equipment and Right of Use Assets respectively are held in the name of the Company except the below mentioned title deeds of immovable properties, in the nature of leasehold land and buildings, which were acquired from Sify Technologies Limited ('Holding Company') pursuant to a Business Transfer Agreement ('BTA') dated January 28, 2021 with effect from April 01, 2020:

Description of Property	Gross carrying value as at March 31, 2024 (₹ millions)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company
Rabale Tower 1 - Leased Land (Right of Use Assets)	252.34	Sify Technologies Limited ('STL')	Promoter - STL	4 years from FY 2020-21	In process of transferring the lease agreements
Rabale Tower 2 - Leased Land (Right of Use Assets)	98.73	Sify Technologies Limited ('STL')	Promoter - STL	4 years from FY 2020-21	In process of transferring the lease agreements
Rabale Tower 3 - Leased Land (Right of Use Assets)	499.97	Sify Technologies Limited ('STL')	Promoter - STL	4 years from FY 2020-21	In process of transferring the lease agreements
Rabale Tower 1 - Building (Property, Plant & Equipment)	744.43	Sify Technologies Limited ('STL')	Promoter - STL	4 years from FY 2020-21	In process of transferring the title deeds
Rabale Tower 2 - Building (Property, Plant & Equipment)	224.56	Sify Technologies Limited ('STL')	Promoter - STL	4 years from FY 2020-21	In process of transferring the title deeds
Rabale Tower 3 - Building (Property, Plant & Equipment)	1,590.63	Sify Technologies Limited ('STL')	Promoter - STL	4 years from FY 2020-21	In process of transferring the title deeds

Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

As disclosed in note D(17) to the financial statements, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks and / or financial institutions during the year on the basis of security of current assets of the Company. Based on our examination of the records of the Company, the quarterly returns / statements filed by the Company for the quarters ending June 2023, September 2023 and December 2023 with such banks and financial institutions are in agreement with the books of account of the Company. The returns for the quarter ending March 2024 were not filed by the Company at the time of finalising the audit.

Clause (vii)(b) of Companies (Auditor's Report) Order, 2020

Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below.

Nature of the Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ millions)
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeal)	AY 2021-22	172.10
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeal)	AY 2022-23	164.00

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

As at and for the year ended March 31, 2023**Clause (i)(c) of Companies (Auditor's Report) Order, 2020**

The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in Note 1 and Note 3 to the standalone financial statements included in Property, Plant and Equipment and Right of Use Assets respectively are held in the name of the Company except the below mentioned title deeds of immovable properties, in the nature of leasehold land and buildings, which were acquired from Sify Technologies Limited ("Holding Company") pursuant to a Business Transfer Agreement ("BTA") dated January 28, 2021 with effect from April 01, 2020:

Description of Property	Gross carrying value as at March 31, 2023 (₹ millions)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company
Rabale Tower 1 - Leased Land (Right of Use Assets)	252.34	Sify Technologies Limited ('STL')	Promoter - STL	3 years from FY 2020-21	In process of transferring the lease agreements
Rabale Tower 2 - Leased Land (Right of Use Assets)	98.73	Sify Technologies Limited ('STL')	Promoter - STL	3 years from FY 2020-21	In process of transferring the lease agreements
Rabale Tower 3 - Leased Land (Right of Use Assets)	499.97	Sify Technologies Limited ('STL')	Promoter - STL	3 years from FY 2020-21	In process of transferring the lease agreements
Rabale Tower 1 - Building (Property, Plant & Equipment)	744.43	Sify Technologies Limited ('STL')	Promoter - STL	3 years from FY 2020-21	In process of transferring the title deeds
Rabale Tower 2 - Building (Property, Plant & Equipment)	224.56	Sify Technologies Limited ('STL')	Promoter - STL	3 years from FY 2020-21	In process of transferring the title deeds
Rabale Tower 3 - Building (Property, Plant & Equipment)	1,521.30	Sify Technologies Limited ('STL')	Promoter - STL	3 years from FY 2020-21	In process of transferring the title deeds

Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

As disclosed in note 18 to the financial statements, the Company has been sanctioned working capital limits in excess of ₹ 50 Millions in aggregate from banks and / or financial institutions during the year on the basis of security of current assets of the Company. Based on our examination of the records of the Company, the quarterly returns / statements filed by the Company for the quarters ending June 2022, September 2022 and December 2022 with such banks and financial institutions are in agreement with the books of account of the Company. The returns for the quarter ending March 2023 were not filed by the Company at the time of finalising the audit.

Clause (vii)(b) of Companies (Auditor's Report) Order, 2020

Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below

Nature of the Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ millions)
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeal)	AY 2021-22	172.10

Notes forming part of the Restated Consolidated financial information

(All amounts are in Indian Rupees millions except share data and as stated)

SKVR Software Solution Private Limited

As at and for the year ended March 31, 2025

Clause (xvii) of Companies (Auditor's Report) Order, 2020

The Company has incurred cash losses amounting to ₹ 38.70 millions in the current year and amounting to ₹ 12.50 millions in the immediately preceding financial year respectively.

Clause (xix) of Companies (Auditor's Report) Order, 2020

On the basis of the financial ratios disclosed in Note C(29) Clause (xiv) to the financial statements, the ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions and considering the Company's current liabilities exceeds the current assets by ₹ 446.40 millions, the Company has obtained a letter of financial support from the Holding Company, nothing has come to our attention, which causes us to believe that Company is not capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date

We, further state that this is not an assurance as to the future viability of the Company and our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

As per our report of even date attached.

for Manohar Chowdhry & Associates

Chartered Accountants

Firm Registration No.: 001997S

For and on behalf of the Board of Directors

Sify Infinit Spaces Limited

CIN:U74999TN2017PLC119607

K S Y Suryanandh

Partner

Membership No.: 237830

Vegesna Anantakoti Raju

Director

DIN: 00529027

Chintaluri Venkata Rajeswara Rao

Whole-time Director

DIN: 02624863

Chennai

September 25, 2025

Ganesh Sankararaman

Chief Financial Officer

Devendiriya

Jayaraman Poornasandar

*Company Secretary and
Compliance officer*

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations derived from our Restated Consolidated Financial Information are given below:

Particulars	As at and for the three-months ended	As at and for the Financial Year ended		
	June 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Basic Earnings per Equity Share of ₹10 each (in ₹)	0.27	2.45	1.84	1.91
Diluted Earnings per Equity Share of ₹10 each (in ₹)	0.26	2.41	1.84	1.90
Restated profit/(loss) after tax (in ₹ million)	136.32	1,263.60	932.48	966.86
Return on Net Worth (%)	0.78%	7.68%	7.57%	12.19%
Net Asset Value per Equity Share of ₹10 each (in ₹)^	29.05	28.82	26.12	16.25
EBITDA (in ₹ million)	1,767.18	6,342.46	4,652.65	4,126.06

Notes:

The ratios have been computed as under:

- (1) Basic and diluted earnings per share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended). Ratios for the three-months period ended June 30, 2025 have not been annualized. Basic and diluted earnings per equity share is computed by dividing the profit for the period attributable to the shareholders of our Company by the weighted average number of shares outstanding during the period excluding the treasury share.
- (2) Return on Net Worth (%) = Restated profit/(loss) for the year for the Fiscal divided by the average of Net Worth of the relevant Fiscal and previous Fiscal
- (3) Net Asset Value per Equity Share (in ₹) is computed as Net Worth at the end of the period/ year / weighted average number of equity shares outstanding on a fully diluted basis at the end of the period/ year.
- (4) Earnings before interest, taxes, depreciation and amortisation, or EBITDA, is a non-GAAP measure which represents profit/loss for the period/year, before tax expenses, finance costs and depreciation and amortisation expenses.
- (5) Accounting ratios are derived from the Restated Consolidated Financial Information.

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023 (collectively, the “**Audited Financial Statements**”), together with the annexures, schedules and notes thereto are available on our website at www.sifyinfinitespaces.com/ipo, in accordance with the applicable provisions in this regard under SEBI ICDR Regulations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Non-GAAP Financial Measures

This section includes certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, “**Non-GAAP Measures**” and each a “**Non-GAAP Measure**”), as presented below. These Non-GAAP financial measures are not required by or presented in accordance with Ind AS.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company’s operating performance.

Reconciliation of Non-GAAP measures

Reconciliation for the following Non-GAAP financial measures included in the Draft Red Herring Prospectus are set out below:

Reconciliation for Revenue Growth

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations for current period/year (₹ million) (A)	3,985.98	14,283.65	11,141.70	10,213.40
Revenue from operations for preceding period/year (₹ million) (B)	-	11,141.70	10,213.40	7,582.15
Revenue Growth (%) (C = A / B)	NA	28.20	9.09	34.70

Reconciliation for EBITDA

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million)			
Profit before tax (A)	195.97	1,802.64	1,141.78	1,268.46
Finance costs (B)	564.15	1,528.14	1,200.50	951.90
Depreciation and amortization expense (C)	1,075.70	3,268.16	2,555.17	2,083.00
Other income (D)	69.44	259.10	275.40	177.30
Gain/(loss) on forex (E)	(0.80)	(2.62)	(30.60)	(0.00)
EBITDA (F = A + B + C - D - E)	1,767.18	6,342.46	4,652.65	4,126.06

Reconciliation for EBITDA Margin

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
EBITDA (₹ million) (A)	1,767.18	6,342.46	4,652.65	4,126.06
Revenue from operations (₹ million) (B)	3,985.98	14,283.65	11,141.70	10,213.40
EBITDA Margin (%) (C = A / B)	44.33	44.40	41.76	40.40

Reconciliation for Profit Before Tax Margin

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Profit before tax (₹ million) (A)	195.97	1,802.64	1,141.78	1,268.46
Revenue from operations (₹ million) (B)	3,985.98	14,283.65	11,141.70	10,213.40
Profit Before Tax Margin (%) (C = A / B)	4.92	12.62	10.25	12.42

Reconciliation for Profit After Tax Margin

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Profit after tax (₹ million) (A)	136.32	1,263.60	932.48	966.86
Revenue from operations (₹ million) (B)	3,985.98	14,283.65	11,141.70	10,213.40
Profit After Tax Margin (%) (C = A / B)	3.42	8.85	8.37	9.47

Reconciliation for Net Debt

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million)			
Total current and non-current borrowing (A)	21,703.22	23,181.49	19,882.60	15,811.60
Total current and non-current lease liabilities (B)	5,952.74	3,023.94	2,903.40	2,335.60
Cash and cash equivalents (C)	266.20	2,969.39	1,282.84	2,140.00
Net Debt (D = (A + B) – C)	27,389.76	23,236.04	21,503.16	16,007.20

Reconciliation for Long Term Debt to Equity

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Long Term Borrowings (₹ million) (A)	18,660.64	20,977.22	17,083.60	12,888.10
Long Term Lease Liabilities (₹ million) (B)	5,586.28	2,809.35	2,704.40	1,990.70
Equity (₹ million) (C)	17,543.26	17,408.26	15,481.79	9,169.34
Long Term Debt to Equity (times) (D = (A+B) / C)	1.38	1.37	1.28	1.62

Reconciliation for Net Debt to EBITDA

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net Debt (₹ million) (A)	27,389.76	23,236.04	21,503.16	16,007.20
EBITDA (₹ million) (B)	1,767.18	6,342.46	4,652.65	4,126.06
Net Debt to EBITDA (times) (C = A / B)	3.87	3.66	4.62	3.88

Notes: Net debt to EBITDA for the three months ended June 30, 2025, is given on an annualized basis.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations for the Fiscals ended March 31, 2025, March 31, 2024, and March 31, 2023 and three month period ended June 30, 2025 as reported in the Restated Consolidated Financial Information, see “Restated Consolidated Financial Information – Note 34 Related party transactions” on page 407.

FINANCIAL INDEBTEDNESS

Our Company has availed loans and credit facilities in the ordinary course of business for various purposes including meeting working capital requirements and meeting business purposes. These credit facilities include *inter alia* term loans, cash credit, working capital demand loans, letter of credit, vendor bill discounting, bank guarantee, non-convertible debentures and external commercial borrowings.

Our Board is empowered to borrow money in accordance with sections 179 and 180 of the Companies Act, 2013 and our Articles of Association. For details regarding the borrowing powers of our Company, see “*Our Management – Borrowing Powers*” on page 330.

As of August 31, 2025, our outstanding borrowings on a consolidated basis aggregated to ₹ 22,659.17 million.

Set forth below is a summary of the aggregate borrowings of our Company, as on August 31, 2025:

Category of borrowing	Sanctioned amount as on August 31, 2025	Outstanding amount as on August 31, 2025
<i>(in ₹ millions)</i>		
<i>Secured Borrowings</i>		
Cash Credit	-	-
Working Capital Demand Loans	1,500.00	249.00
Term loans	43,401.20	15,491.93
External commercial borrowing	367.50	91.87
Compulsorily Convertible Debentures**	10,000.00	3,439.93
Non-convertible debentures	2,500.00	2,500.00
Total (A)	57,768.70	21,772.73
<i>Unsecured Borrowings</i>		
Compulsorily Convertible Debentures**	2,475.00	886.44
Total (B)	2,475.00	886.44
Total (A+B)	60,243.70	22,659.17

* As certified by Manohar Chowdry & Associates, Statutory Auditor, pursuant to the certificate dated October 16, 2025.

** The Company has availed the entire sanctioned amount. The outstanding amount represents the liability component of the instrument. The balance amount has been classified under the 'Other Equity' section of the restated consolidated financial statements, in accordance with Ind AS 32 – Financial Instruments: Presentation.

Principal terms of the outstanding borrowings availed by our Company (“Borrowings”):

1. **Tenor:** The tenor of our borrowings varies from one type of facility to the other. Our working capital facilities are typically renewable at annual resets and are repayable on demand. The tenor of our term loans ranges between a period of four years to 15 years. Further, the maturity period of the non-convertible debentures issued by our Company is 15 years. We have also availed certain vendor bill discounting facilities, for which the tenor typically extends up to 120 days. Our external commercial borrowings are repayable within a period of 66 months (including moratorium of six months).
2. **Security:** Certain working capital facilities, term loans, external commercial borrowings and the non-convertible debentures availed/issued by us, are secured. In terms of our Borrowings where security needs to be created, we are typically required to create security by way of:
 - (a) fixed deposits;
 - (b) pari passu charge on certain movable fixed assets, present and future;
 - (c) exclusive charge by way of registered mortgage of certain commercial land and buildings;
 - (d) pari passu charge on current assets, present and future;
 - (e) pari passu charge on certain receivables, book debts and operating cash flows, present and future;
 - (f) hypothecation of specified plant and machinery;
 - (g) corporate guarantees by our Company and our Promoter, STL.
3. **Interest:** The interest rates for the facilities are typically linked to benchmark rates, such as the repo rate prescribed by the RBI, treasury bill rate and marginal cost of funds-based lending rate of the specific lender plus a spread per annum is charged above these benchmark rates. The applicable interest rates are subject to mutual discussion/agreement between the relevant lender and our Company. The interest rate for the facilities availed by us ranges from 7.50% per annum to 9.65% per annum.

Our Company has also issued non-convertible debentures, in respect of which a coupon rate is payable per annum. The interest rate on such non-convertible debentures issued by our Company is 8.95% per annum per quarter.

4. **Pre-payment:** In relation to our Borrowings, certain lenders may charge prepayment penalty of up to 2.00% or at such other rate as may be advised by the lender in the sanction letter or at such rate as may be advised by the lender at the time of request for prepayment of outstanding principal amount together with interest due in full or in part before the due dates. Further, for certain facilities we are required to provide prior notice of minimum 15 to 30 days before pre-paying the loan amount.
5. **Repayment:** The credit facilities of our Company are repayable in accordance with the sanction letters and facility agreement executed and may vary from facility to facility. Our term loans are typically repayable in equated quarterly instalments, while our working capital facilities are repayable on demand. Our other fund-based and non fund-based facilities are typically repayable on quarterly basis, as specified at the time of disbursement. The non-convertible debentures and the external commercial borrowing facility availed by our Company are repayable on a yearly/quarterly basis respectively, after the moratorium. The repayment of the vendor bill discounting facility availed by our Company is specified by the lenders at the time of disbursement.

6. **Restrictive covenants:**

The loans availed by our Company contains certain restrictive covenants, which require prior written consent of the lender, or prior intimation to be made to the lender for certain specified events or corporate actions, including, among others, are:

- (a) Change in the constitutional documents;
- (b) Change in capital structure;
- (c) Change in shareholding pattern;
- (d) Change in the composition of the Board and/or its management set-up;
- (e) Dilution of promoter shareholding resulting in change in management control;
- (f) For entering into any borrowing arrangement with other banks, financial institutions or companies;
- (g) Enter into any scheme of merger, de-merger, amalgamation, etc.; and
- (h) Disposal of assets other than those permitted by the lender.

7. **Events of Default:**

In terms of the facility agreements and sanction letters, the following, among others, constitute as events of default:

- (a) Breach of any terms and conditions, including financial covenants in the loan documents;
- (b) Failure or inability to pay amount on due dates;
- (c) Change in the ownership, control, or constitution of the Company without prior consent from the lender;
- (d) Cross default under other financing arrangements entered into with the lenders;
- (e) Downgrade of credit rating of the Company below specified thresholds;
- (f) Expropriation of assets by the Government of India;
- (g) Material adverse change, as defined under the relevant loan documents;
- (h) Any notice in relation to liquidation, dissolution, bankruptcy or insolvency; and
- (i) Change of scope and nature of business or suspension/cessation of business.

8. **Consequences of occurrence of events of default:**

In terms of the facility agreements and sanction letters, in case of occurrence of events of default set out above, our Company's lenders may, among others:

- (a) Terminate either whole or part of the facility;

- (b) Declare any or all amounts under the facility, either whole or in part, as immediately due and payable to the lender;
- (c) Charge penal interest on defaulted amounts;
- (d) Enforce security;
- (e) Appoint a nominee director on the Board of Directors; and
- (f) Convert outstanding obligations under the facility into equity capital or other securities.

The details provided above are indicative and there may be additional terms, conditions, and requirements under the various outstanding borrowing arrangements of our Company. We have obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer, including, inter alia, effecting a change in our shareholding pattern, effecting a change in the composition of our Board and amending our constitutional documents. For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see “*Risk Factors – 46. We have indebtedness and have also guaranteed, and provided collateral to secure, certain financing obligations of our Promoters, all these could adversely affect our business, prospects, financial condition, results of operations and cash flows*” on page 62.

Details of guarantees given to third parties by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters have not provided any guarantees on behalf of our Company, except as set out below:

One of our Corporate Promoters, STL, issued a guarantee in favour of the State Bank of India guaranteeing the obligations of our Company for working capital facilities of ₹610.00 million availed by our Company, pursuant to a deed of guarantee dated March 24, 2023.

STL has not received any consideration for issuing the guarantee set out above, which has been issued by them for the purpose of securing the Company’s loan repayment obligations as per the requirements of the Company’s lenders. The financial implications in the event of default by our Company would entitle the lender to invoke the guarantee provided by our Promoters, to the extent of the outstanding loan/facility amount. Further, the guarantee is revocable only upon satisfaction of the Company’s repayment obligations towards its lenders. Our Company has no obligations under the terms of the guarantee provided by our Promoters.

Details of listed non-convertible debentures issued by our Company

The following table sets forth the ISIN and scrip code of the non-convertible debentures issued by our Company and listed on the debt segment of the BSE, as of August 31, 2025:

ISIN	Scrip Code	Status	Debenture holders	Outstanding principal amount (in ₹ million)	Maturity
INE0KIS07011	976061	Live	1. India Infradebt Limited 2. Kotak Infrastructure Debt Fund Limited 3. NIIF Infrastructure Finance Limited	2,500.00	September 30, 2039
Total				2,500.00	

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information, which is included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations are based on our Restated Consolidated Financial Information, including the related notes and reports, which are prepared under Ind AS, in accordance with requirements of the Companies Act, and restated in accordance with the SEBI ICDR Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which our Restated Consolidated Financial Information will provide meaningful information to a prospective investor in countries other than India will depend on the reader's level of familiarity with Ind AS.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward-Looking Statements" on pages 35 and 33, respectively.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Restated Consolidated Financial Information as at and for the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023, included in this Draft Red Herring Prospectus. For further information, see "Financial Information" beginning on page 349. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the twelve months ended March 31 of that year.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which are not derived from our Restated Consolidated Financial Information or otherwise be subject to an examination, audit or review by our auditors or any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. 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 Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Data Center Industry Report" dated October 16, 2025 (the "**1Lattice and C&W Report**"), which was jointly prepared and released by Lattice Technologies Private Limited ("**1Lattice**") and Cushman & Wakefield India ("**C&W**") and exclusively commissioned and paid for by us in connection with the Offer, pursuant to engagement letters dated March 31, 2025, and May 13, 2025. A copy of the 1Lattice and C&W Report is available on the website of our Company at www.sifyinfinitespaces.com/ipo. The data included herein includes excerpts from the 1Lattice and C&W Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the 1Lattice and C&W Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors — Internal Risks — 58. Certain sections of this Draft Red Herring Prospectus disclose information from the 1Lattice and C&W Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.", on page 67.*

Overview

We are one of the leading providers of data center colocation services in India, in terms of built information technology ("**IT**") capacity, as of March 31, 2025, according to the 1Lattice and C&W Report. We have 14 operational colocation data center facilities across 6 cities in India, as of June 30, 2025, with the first data center having started operations in the year 2000. Our data centers are strategically located in key demand pockets, namely Mumbai, Chennai, Noida and Hyderabad, according to the 1Lattice and C&W Report. As of June 30, 2025, we had a built IT power capacity of 188.04 megawatt ("**MW**") across these facilities. Notably, 3 of our latest facilities have been approved for artificial intelligence ("**AI**") workloads and air and liquid cooling by NVIDIA, according to the 1Lattice and C&W Report, are IGBC Green Platinum Rated and are TIA-942 Rated 4 certified. These certifications reinforce our readiness to support AI-driven workloads, and by expanding on these existing facilities, we are positioned to capitalize on the anticipated demand for AI infrastructure, which is expected to contribute 15% to 20% of overall data center workloads by 2030, according to the 1Lattice and C&W Report.

We are part of the Sify Group, an India-born organization that was the first to offer private Internet services in India in the late-1990s and was also the first Indian information communication technology ("**ICT**") company to list on the NASDAQ, in October 1999, according to the 1Lattice and C&W Report. Our Promoter, Sify Technologies Limited ("**STL**"), was the first company to establish a commercial data center in India, according to the 1Lattice and C&W Report, in Vashi, Mumbai, in September 2000. We leverage the Sify Group's 3 decades track record across the spectrum of network, data center

services and digital services, to provide secure, reliable, sustainable, and energy-efficient smart data storage solutions, to meet our clients' diverse digital infrastructure needs. We offer a converged ecosystem of data center services, including colocation, build-to-suit, interconnection, and value-added services, which allows us to address the full spectrum of our clients' ICT requirements. Through a carrier-neutral, hyperconnected ecosystem of data centers, we empower a client base of over 500 clients, as of June 30, 2025, comprising a mix of large cloud service provider (“**Hyperscaler**”) clients and diverse businesses and organizations (“**Enterprise**”) clients, with whom we have developed long-term relationships, facilitating their journey toward digital transformation.

For further information, see “*Our Business*” on page 276.

Significant Factors Affecting our Results of Operations

Our results of operations and financial condition are affected by a number of factors, many of which may be beyond our control, including the following factors.

Our ability to retain and expand existing client relationships

Client relationships are at the core of our business. We have a diversified client base of over 500 clients, as of June 30, 2025, comprising a balanced mix of Hyperscaler clients and Enterprise clients. We believe that our ability to retain and expand our client relationships will be an important factor in our growth and our ability to continue to increase our profitability.

We have been able to expand our client base and build long-term relationships with our clients over many years due to our client-centric approach and strong value proposition. As of June 30, 2025, the average length of our relationship with our top 5 clients was 7 years. During the three months ended June 30, 2025, and Fiscal 2025, 67.04% and 68.34% of our total revenue, respectively, was associated with contract terms of at least 7 years, and on average with 5 years of average contract life remaining.

In addition, our Hyperscaler clients are key contributors to demand across our data centers, contributing 67.81% and 69.32% to our revenues in the three months ended June 30, 2025, and Fiscal 2025, respectively. As a result of our long-standing position in the Indian market and experience in the industry, we are well-placed to capitalize on the increasing demand for services from Hyperscaler clients in India.

Moreover, we offer a unified GTM strategy together with our Promoter STL and one of our Group Companies, i.e., SDSL, through which we augment our colocation, build-to-suit, interconnection, and value-added services with complementary offerings from STL and SDSL, and advance a converged portfolio of services to our clients who benefit from the availability of a comprehensive suite of services, including data centers, network, cloud, digital, and IT solutions, all under one roof. We are able to offer integrated end-to-end solutions that address the full spectrum of our clients' ICT requirements, thereby further deepening and extending our relationships with our clients.

We plan to continue to deepen relationships with our existing clients and further expand our client base. In particular, we remain focused on achieving greater penetration within the Hyperscaler client sector and widen our Enterprise client base.

Our ability to continually upgrade our data center infrastructure to upscale artificial intelligence (“AI”) ready capabilities and keep up with technological advancements and client demands

The data center landscape is rapidly evolving, driven by emerging trends such as AI-powered infrastructure, the expansion of edge computing, and a growing focus on sustainability, according to the 1Lattice and C&W Report. In particular, AI workloads, according to the 1Lattice and C&W Report, especially those involving deep learning, demand significantly higher power densities.

In order to meet the evolving demands of our clients, we need to continually upgrade our data center infrastructure to keep up with technological advancement and features, in particular AI-related workloads capabilities. Our data centers are equipped with cooling technologies, such as air, liquid, and/or immersion cooling, to cater to varied workloads. In addition, our most recently developed data centers (the Rabale Data Center (Tower 5), Chennai 02 Data Center (Tower B) and Noida 02 Data Center (Tower B) are equipped with facilities to handle AI-related applications with specifications that can host workloads of up to 130 kilowatt (“**kW**”) per rack using direct-to-chip technology. Moreover, our data centers are concurrently maintainable and have obtained top-tier certifications from industry and regulatory bodies. For example, the Tower 5 facility at the Rabale Data Center, the Tower B facility at our Chennai 02 Data Center and the Tower B facility at our Noida 02 Data Center are TIA-942 Rated 4 certified, which signifies that they have obtained the highest level of data center certification, including in relation to fault-tolerance and redundancy systems for all critical components. Additionally, these facilities have been awarded the Indian Green Building Council Platinum rating. Our facilities are also compliant with applicable standards including PCI DSS, SOC I, SOC II, and ISO 27001.

As we expect AI-related capacity to be a key driver of demand for the data center industry in the future, we are committed to scaling up AI-ready capacity at our data centers to capitalize on the anticipated additional demand for AI infrastructure in India.

Our ability to expand power capacity and expertise

Factors like rising digitalization and AI adoption are expected to push data center demand in India from current levels of 1.3 gigawatt (“GW”) in Fiscal 2025 to between 4.7 GW and 5.7 GW by Fiscal 2030, representing a compounded annual growth rate (“CAGR”) of between 30.1% to 35.1% over the period, according to the 1Lattice and C&W Report. We aim to capitalize on this anticipated demand by expanding our data center capacity and developing new data centers in strategic locations. As of June 30, 2025, we had built IT power capacity of 188.04 MW. In addition, as of June 30, 2025, we had 11 data centers under development, including 4 data centers under development in Mumbai at our Rabale Data Center campus.

However, the costs of building, developing and operating data centers are substantial, and such costs have increased in recent years. We are required to fund the costs of building, developing and operating our data centers with cash retained from operations, as well as from financings from bank and other borrowings. If we cannot generate sufficient capital to meet our anticipated capital requirements or are unable to operate our data centers profitably, our financial condition, business expansion and future prospects could be materially affected.

Our ability to operate sustainably and keep our power expenses low

The data center industry is a power-intensive industry, and we are committed to the sustainable use of power in our operations. In addition, as the single-largest operating cost for us is electric power, our profitability and results of operations depend on our ability to keep our power expenses and operating costs low. The following table sets forth our power expenses for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses	Amount	Percentage of total expenses
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
Power expenses ⁽¹⁾	1,463.26	38.03	5,594.62	43.91	4,622.90	44.99	4,282.60	46.95

Note:

(1) Power expenses comprises electricity power expenses and fuel expenses.

We prioritize sustainability through a combination of energy efficiency and the implementation of carbon-free and renewable energy solutions, including by entering into power purchase agreements (“PPAs”) for renewable energy. We are focused on continuing to make strategic investments into renewable energy sources and increasingly integrating sustainability principles into our operations.

We achieve further power efficiencies by adopting efficient build and design methodologies for our data centers and introducing advanced and innovative cooling technologies and water efficiency initiatives. Through our efficient build, design and cooling technologies, we are able to consistently achieve power usage effectiveness (“PUE”) levels that are industry-parallel, according to the 1Lattice and C&W Report.

Macroeconomic conditions

Macroeconomic conditions, in particular conditions that impact Internet usage rates, smartphone penetration rates in India, the proliferation of cloud-based solutions or AI-related workloads, may affect demand for our services, and consequently our profitability and growth prospects. In particular, if demand for AI workloads or IoT applications does not grow in line with market expectations, or the Internet ecosystem in India develops slower than we estimate, actual demand for data center solutions may be substantially lower than we anticipate, which might have a material adverse impact on our business, profitability and results of operations.

Key Components of our Restated Consolidated Statement of Profit and Loss

Below is a description of the key components of our restated consolidated statement of profit and loss.

Income

Revenue from operations. Revenue from operations primarily comprises revenue from data center services. This includes capacity-related revenue, namely charges for co-location of racks and cross connect charges, and power-related revenues, relating to electricity charges, which is typically pass-through revenue. We charge for data center services as distinct services based on actual consumption. Revenue from operations is not linear in nature and depends on our ability to bring new IT power capacity online and our clients taking up such IT power capacity. Typically, it takes us between two and three years to bring a data center to full capacity allocation, subject to client demand. We generally enter into fixed-price, fixed-term contracts with our clients. The performance obligations are satisfied over time. Service revenue is recognized as the related services are performed. Sale of equipment, such as servers, cable infrastructure and racks, are accounted as separate performance obligations if they are distinct and its related revenues are recognized at a point in time when the

control is passed on to the customer. We report service revenue as comprising domestic service revenue and export service revenue. Domestic service revenue is revenue generated in Indian rupees. Export service revenue is revenue generated in foreign currencies.

Other income. Other income primarily comprises interest income and non-operating income, namely profit on the sale of property, plant and equipment, which primarily comprises plant and equipment and IT infrastructure, gain on foreign exchange fluctuations and miscellaneous income, which comprises sale of scrap and rental income in connection with the lease of a commercial building to STL and SDSL.

Expenses

Cost of services rendered. Cost of services rendered primarily includes power expenses for our operations and other direct costs, including the cost of IT infrastructure hardware.

Employee benefit expense. Employee benefit expenses comprise salaries and wages, contribution to provident and other funds, staff welfare expenses and share-based payments to employees.

Finance costs. Finance costs comprise interest on long-term and short-term borrowings, interest on lease liabilities and other finance costs.

Depreciation and amortization expenses. Depreciation and amortization expenses comprise depreciation on property, plant and equipment (including buildings, plant and equipment, furniture and fittings, office equipment, motor vehicles and leasehold improvements), amortization of intangible assets and depreciation of right to use assets, which are provided using the straight-line method over the useful life of an asset.

Other expenses. Other expenses primarily include rent, rates and taxes, repairs and maintenance, insurance, advertisement, selling and marketing and contribution towards corporate social responsibility.

Tax Expenses

Tax expense comprises current taxes and deferred taxes. For more details on our policies on taxes, see “*Restated Consolidated Financial Information—Note 28. Deferred tax assets and liabilities*” on page 401.

Results of Operations

The following table sets forth selected financial data from our restated consolidated statement of profit and loss for the three months ended June 30, 2025, and for Fiscals 2025, 2024 and 2023, the components of which are expressed as a percentage of total income for such period/Fiscals.

	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	(₹ million, audited)	% of total income	(₹ million, audited)	% of total income	(₹ million, audited)	% of total income	(₹ million, audited)	% of total income
Income								
Revenue from operations	3,985.98	98.29	14,283.65	98.22	11,141.70	97.59	10,213.40	98.29
Other income	69.44	1.71	259.10	1.78	275.40	2.41	177.30	1.71
Total income	4,055.42	100.00	14,542.75	100.00	11,417.10	100.00	10,390.70	100.00
Expenses								
Cost of services rendered	1,549.31	38.20	5,824.00	40.05	4,773.70	41.81	4,645.00	44.70
Employee benefit expense	176.04	4.34	544.36	3.74	408.60	3.58	318.90	3.07
Finance costs	564.15	13.91	1,528.14	10.51	1,200.50	10.51	951.90	9.16
Depreciation and amortization expense	1,075.70	26.53	3,268.16	22.47	2,555.17	22.38	2,083.00	20.05
Other expenses	482.84	11.91	1,575.00	10.83	1,337.35	11.71	1,123.44	10.81
Total expenses	3,848.04	94.89	12,739.66	87.60	10,275.32	90.00	9,122.24	87.79
Profit before share of profit / (loss) of an associate	207.38	5.11	1,803.09	12.40	1,141.78	10.00	1,268.46	12.21
Associate share of profit/(loss)	(11.41)	(0.28)	(0.45)	(0.00)	-	-	-	-
Profit before tax	195.97	4.83	1,802.64	12.40	1,141.78	10.00	1,268.46	12.21
Tax expenses								
Current tax	(114.89)	(2.83)	(681.23)	(4.68)	(478.20)	(4.19)	(446.50)	(4.30)
Deferred tax	55.24	1.36	142.19	0.98	268.90	2.36	144.90	1.39
Profit after tax	136.32	3.36	1,263.60	8.69	932.48	8.17	966.86	9.31

Three months ended June 30, 2025

Total Income

Our total income was ₹4,055.42 million in the three months ended June 30, 2025, primarily due to the reasons discussed below.

Revenue from operations. Our revenue from operations was ₹3,985.98 million in the three months ended June 30, 2025, comprising ₹3,830.43 million of domestic service revenue and ₹155.55 million of export service revenue.

Other income. Other income was ₹69.44 million in the three months ended June 30, 2025, comprising ₹54.09 million of interest income and ₹15.35 million of other non-operating income.

Total Expenses

Cost of services rendered. Cost of services rendered was ₹1,549.31 million in the three months ended June 30, 2025, comprising power expenses of ₹1,463.26 million and other direct costs of ₹86.05 million.

Employee benefit expense. Employee benefit expense was ₹176.04 million in the three months ended June 30, 2025, comprising salaries and wages of ₹163.34 million, contribution to provident and other funds of ₹9.74 million, staff welfare expenses of ₹2.74 million and share-based payments to employees of ₹0.22 million.

Finance costs. Finance costs were ₹564.15 million in the three months ended June 30, 2025, comprising interest expenses of ₹406.58 million, interest on lease liabilities of ₹137.69 million and other finance costs of ₹19.88 million.

Depreciation and amortization expense. Depreciation and amortization expense was ₹1,075.70 million in the three months ended June 30, 2025, primarily due to depreciation of property, plant and equipment of ₹911.02 million during the three months ended June 30, 2025.

Other expenses. Other expenses were ₹482.84 million in the three months ended June 30, 2025, primarily comprising repairs and maintenance expenses of ₹279.10 million, rates and taxes of ₹58.72 million and advertisement, selling and marketing expenses of ₹41.18 million.

Profit before tax

Profit before tax was ₹195.97 million in the three months ended June 30, 2025.

Tax Expense

Current tax was ₹(114.89) million in the three months ended June 30, 2025. Deferred tax was ₹55.24 million in the three months ended June 30, 2025.

Profit after tax

Profit after tax was ₹136.32 million in the three months ended June 30, 2025.

Fiscal 2025 compared to Fiscal 2024

Total Income

Our total income increased by 27.38% from ₹11,417.10 million in Fiscal 2024 to ₹14,542.75 million in Fiscal 2025 primarily due to the reasons discussed below.

Revenue from operations. Our revenue from operations increased by 28.20% from ₹11,141.70 million in Fiscal 2024 to ₹14,283.65 million in Fiscal 2025, primarily due to an increase in operational capacity at our Rabale Data Center campus in Mumbai of 22.24 MW during Fiscal 2025.

Other income. Other income decreased by 5.92% from ₹275.40 million in Fiscal 2024 to ₹259.10 million in Fiscal 2025, primarily due to a decrease in interest income from banks from ₹220.50 million in Fiscal 2024 to ₹189.28 million in Fiscal 2025 due to a reduction in bank deposits, partly offset by a ₹17.99 million profit on the sale of property, plant and equipment (net) recorded in Fiscal 2025. Our miscellaneous income also decreased by 32.15% from ₹45.60 million in Fiscal 2024 to ₹30.94 million in Fiscal 2025, primarily due to the lower sale of scrap items, namely old batteries.

Total Expenses

Total expenses increased by 23.98% from ₹10,275.32 million in Fiscal 2024 to ₹12,739.66 million in Fiscal 2025 primarily due to the reasons discussed below.

Cost of services rendered. Cost of services rendered increased by 22.00% from ₹4,773.70 million in Fiscal 2024 to ₹5,824.00 million in Fiscal 2025, driven by the following factors:

- an increase in power expenses from ₹4,622.90 million in Fiscal 2024 to ₹5,594.62 million in Fiscal 2025 due to an increase in client occupancy levels in newly-commissioned data centers, and

- an increase in other direct costs, mainly costs of hardware from ₹150.80 million in Fiscal 2024 to ₹229.38 million in Fiscal 2025.

As a percentage of total income, our cost of services rendered decreased from 41.81% to 40.05% from Fiscal 2024 to Fiscal 2025, primarily due to an increase in our usage of power sourced from renewable energy sources.

Employee benefit expense. Employee benefit expense increased by 33.23% from ₹408.60 million in Fiscal 2024 to ₹544.36 million in Fiscal 2025, primarily due to an increase in salaries and wages by 31.75% from ₹378.10 million in Fiscal 2024 to ₹498.16 million in Fiscal 2025 due to an increase in employee headcount during Fiscal 2025 and periodic salary increases during Fiscal 2025.

Contribution to provident and other funds also increased by 39.00% from ₹23.10 million in Fiscal 2024 to ₹32.11 million in Fiscal 2025 due to an increase in employee numbers and periodic salary increases during Fiscal 2025.

Further, staff welfare expenses increased by 91.97% from ₹7.10 million in Fiscal 2024 to ₹13.63 million in Fiscal 2025, as a result of certain bonus payments we issued to our employees during Fiscal 2025.

Finance costs. Finance costs increased by 27.29% from ₹1,200.50 million in Fiscal 2024 to ₹1,528.14 million in Fiscal 2025 primarily due to the following factors:

- an increase in interest expenses of 34.76% from ₹869.30 million in Fiscal 2024 to ₹1,171.46 million in Fiscal 2025 on account of an increase in borrowings,
- an increase in other finance costs of 26.66% from ₹61.10 million in Fiscal 2024 to ₹77.39 million in Fiscal 2025 due to an increase in processing charges on account of the avilment of new term loans in connection with development of data centers, and
- an increase in interest on lease liabilities of 3.40% from ₹270.10 million in Fiscal 2024 to ₹279.29 million in Fiscal 2025 due to an increase in leases of land for data center developments.

Depreciation and amortization expense. Depreciation and amortization expense increased by 27.90% from ₹2,555.17 million in Fiscal 2024 to ₹3,268.16 million in Fiscal 2025 primarily due to an increase in capital expenditures relating to data center infrastructure.

Other expenses. Other expenses increased by 17.77% from ₹1,337.35 million in Fiscal 2024 to ₹1,575.00 million in Fiscal 2025, primarily due to the following:

- an increase in rates and taxes from ₹41.40 million in Fiscal 2024 to ₹104.27 million in Fiscal 2025 due to property tax payments for data center facilities at the Rabale Data Center campus commissioned during Fiscal 2025;
- an increase in repairs and maintenance expenses (plant and machinery) of 56.95% from ₹155.60 million in Fiscal 2024 to ₹244.21 million in Fiscal 2025 due to annual maintenance charges on equipment; and
- an increase in repairs and maintenance expenses (other) of 11.06% from ₹528.80 million in Fiscal 2024 to ₹587.28 million in Fiscal 2025 due to facility maintenance charges for the Tower 5 facility at our Rabale Data Center, which was newly-commissioned during Fiscal 2025.

This increase in other expenses was marginally offset by a decrease in loss on foreign exchange fluctuation (net) of 91.44% from ₹30.60 million in Fiscal 2024 to ₹2.62 million in Fiscal 2025, primarily due to a reduction in exposure to foreign currency fluctuations during Fiscal 2025.

Profit before tax

For the various reasons discussed above, profit before tax increased by 57.88% from ₹1,141.78 million in Fiscal 2024 to ₹1,802.64 million in Fiscal 2025.

Tax expense

Current tax increased by 42.46% from ₹(478.20) million in Fiscal 2024 to ₹(681.23) million in Fiscal 2025, primarily as a result of an increase in profit before tax. Deferred tax decreased by 47.12% from ₹268.90 million in Fiscal 2024 to ₹142.19 million in Fiscal 2025.

Profit after tax

For the reasons discussed above, profit after tax increased by 35.51% from ₹932.48 million in Fiscal 2024 to ₹1,263.60 million in Fiscal 2025.

Fiscal 2024 compared to Fiscal 2023

Total Income

Our total income increased by 9.88% from ₹10,390.70 million in Fiscal 2023 to ₹11,417.10 million in Fiscal 2024 primarily due to the reasons discussed below.

Revenue from operations. Our revenue from operations increased by 9.09% from ₹10,213.40 million in Fiscal 2023 to ₹11,141.70 million in Fiscal 2024, primarily due to an increase in data center capacity at Tower 4 of our Rabale Data Center during Fiscal 2024 and the associated increase in capacity offered to existing and new clients, which resulted in an increase in service revenue for our data center operations.

Other income. Other income increased by 55.33% from ₹177.30 million in Fiscal 2023 to ₹275.40 million in Fiscal 2024, primarily due to a 256.80% increase in interest income relating to the deposit of the proceeds of the ₹6,000.00 million compulsorily convertible debentures issued to the Kotak Data Center Fund, from ₹61.80 million in Fiscal 2023 to ₹220.50 million in Fiscal 2024, which was partly offset by a decrease in other interest income from ₹25.00 million in Fiscal 2023 to ₹9.30 million in Fiscal 2024.

Total Expenses

Total expenses increased by 12.64% from ₹9,122.24 million in Fiscal 2023 to ₹10,275.32 million in Fiscal 2024 primarily due to the reasons discussed below.

Cost of services rendered. Cost of services rendered increased by 2.77% from ₹4,645.00 million in Fiscal 2023 to ₹4,773.70 million in Fiscal 2024, driven by a 7.95% increase in power expenses, from ₹4,282.60 million in Fiscal 2023 to ₹4,622.90 million in Fiscal 2024 due to an increase in client occupancy levels in newly-commissioned data centers and also an increase in operations in existing data centers. This was partly offset by a decrease in other direct costs by 58.39% from ₹362.40 million in Fiscal 2023 to ₹150.80 million in Fiscal 2024 due to the lower expenditure on cost of hardware during Fiscal 2024.

As a percentage of total income, our cost of services rendered decreased from 44.70% to 41.81% from Fiscal 2023 to Fiscal 2024, primarily due to the lower expenditure on hardware for client specifications during Fiscal 2023.

Employee benefit expense. Employee benefit expense increased by 28.13% from ₹318.90 million in Fiscal 2023 to ₹408.60 million in Fiscal 2024, primarily due to an increase in salaries and wages of 27.52% from ₹296.50 million in Fiscal 2023 to ₹378.10 million in Fiscal 2024 due to an increase in employee headcount and periodic salary increases during Fiscal 2024.

Contribution to provident and other funds increased by 42.59% from ₹16.20 million in Fiscal 2023 to ₹23.10 million in Fiscal 2024 due to an increase in employee numbers and periodic salary increases during Fiscal 2024.

Further, staff welfare expenses increased by 54.35% from ₹4.60 million in Fiscal 2023 to ₹7.10 million in Fiscal 2024 as a result of certain bonus payments we issued to our employees during Fiscal 2024.

Finance costs. Finance costs increased by 26.12% from ₹951.90 million in Fiscal 2023 to ₹1,200.50 million in Fiscal 2024, due to the following factors:

- an increase in interest expenses of 24.85% from ₹696.30 million in Fiscal 2023 to ₹869.30 million in Fiscal 2024 on account of an increase in borrowings, namely term loans in connection with the expansion of our data center capacity,
- an increase in other finance costs of 26.50% from ₹48.30 million in Fiscal 2023 to ₹61.10 million in Fiscal 2024 due to an increase in processing charges on account of the availment of new term loans, and
- an increase in interest on lease liabilities of 30.29% from ₹207.30 million in Fiscal 2023 to ₹270.10 million in Fiscal 2024 due to an increase in leases of land for data center developments.

Depreciation and amortization expense. Depreciation and amortization expense increased by 22.67% from ₹2,083.00 million in Fiscal 2023 to ₹2,555.17 million in Fiscal 2024 due to an increase in capital expenditures relating to data center infrastructure.

Other expenses. Other expenses increased by 19.04% from ₹1,123.44 million in Fiscal 2023 to ₹1,337.35 million in Fiscal 2024, primarily due to the following:

- an increase in rent expenses of 58.87% from ₹29.30 million in Fiscal 2023 to ₹46.55 million in Fiscal 2024 due to the expansion of leased land at the Rabale Data Center campus for capacity expansion; an increase in repairs and maintenance expenses (buildings) of 35.62% from ₹51.47 million in Fiscal 2023 to ₹69.80 million in Fiscal 2024 relating to general maintenance expenses at our existing data centers;

- an increase in repairs and maintenance expenses (others) by 14.41% from ₹462.20 million in Fiscal 2023 to ₹528.80 million in Fiscal 2024 due to facility maintenance charges for newly commissioned data centers; and
- an increase in miscellaneous expenses of 31.31% from ₹149.34 million in Fiscal 2023 to ₹196.10 million in Fiscal 2024 due to an increase in security charges for newly commissioned data centers.

This increase in other expenses was marginally offset by a decrease in rates and taxes of 31.29% from ₹60.25 million in Fiscal 2023 to ₹41.40 million in Fiscal 2024, primarily due to the payment of statutory fees to the Maharashtra Industrial Development Corporation in connection with the transfer of land from STL to our Company during Fiscal 2023, and a decrease in repairs and maintenance expenses (plant and machinery) of 6.38% from ₹166.20 million in Fiscal 2023 to ₹155.60 million in Fiscal 2024.

Profit before tax

For the reasons discussed above, profit before tax decreased by 9.99% from ₹1,268.46 million in Fiscal 2023 to ₹1,141.78 million in Fiscal 2024.

Tax expense

Current tax increased by 7.10% from ₹(446.50) million in Fiscal 2023 to ₹(478.20) million in Fiscal 2024, as a result of an increase in taxable income in Fiscal 2024 compared to Fiscal 2023. Deferred tax increased by 85.58% from ₹144.90 million in Fiscal 2023 to ₹268.90 million in Fiscal 2024.

Profit after tax

For the various reasons discussed above, profit after tax decreased by 3.56% from ₹966.86 million in Fiscal 2023 to ₹932.48 million in Fiscal 2024.

Liquidity and Capital Resources

As of June 30, 2025, our cash and cash equivalents were ₹266.20 million. Historically, our sources of liquidity have principally been from cash flows from our operations and working capital loans from banks. Our cash requirements have mainly been for working capital. We expect that cash flow from operations will continue to be our principal source of cash. We believe that our current cash and cash equivalents and cash flow from operations will be sufficient to meet our anticipated regular working capital requirements and partially to meet capital expenditures, for the next 12 months. We obtain long-term facilities from various banks and financial institutions in addition to accessing debt capital market to meet a significant portion of our capital expenditures. We continue to assess our liquidity requirements depending on business growth and market developments and take appropriate actions to manage the liquidity through various sources, internal and external.

Cash Flow

The following table sets forth our cash flows for the period/Fiscals indicated.

	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹million)			
Net cash generated from/(used in) operating activities	1,007.04	5,474.16	2,111.40	3,734.00
Net cash generated from/(used in) investing activities	(1,602.44)	(5,683.97)	(9,907.55)	(9,578.34)
Net cash generated from/(used in) financing activities	(2,107.80)	1,896.16	7,272.14	6,081.76
Effect of exchange differences on translation of cash and bank balances	0.01	0.20	0.20	-
Net increase/(decrease) in cash and cash equivalents	(2,703.19)	1,686.55	(523.81)	237.42
Cash and cash equivalents at beginning of the period/year	2,969.39	1,282.84	1,806.65*	1,569.08
Cash and cash equivalents at end of the period/year	266.20	2,969.39	1,282.84	1,806.50

* Increase of ₹0.15 million due to the merger of Patel Auto Engineering Company (India) Private Limited with effect from April 1, 2023.

Net cash generated from / (used in) operating activities

Our net cash flows generated from operating activities were ₹1,007.04 million in the three months ended June 30, 2025, and our operating profit before working capital changes was ₹1,794.30 million in the three months ended June 30, 2025. Our net changes in working capital in the three months ended June 30, 2025, primarily included (i) an increase in other bank balances of ₹880.55 million, (ii) a decrease in other financial assets – non current of ₹848.12 million, (iii) an increase in trade receivables – current of ₹586.00 million, and (iv) an increase in other financial liabilities – current of ₹1,003.49 million.

Our net cash flows generated from operating activities were ₹5,474.16 million in Fiscal 2025 and our operating profit before working capital changes was ₹6,390.74 million in Fiscal 2025. Our net changes in working capital in Fiscal 2025 primarily included (i) an increase in other financial assets – non-current of ₹1,856.25 million, (ii) a decrease in other bank balances of ₹1,281.05 million, (iii) an increase in trade payables of ₹653.15 million, (iv) an increase in other financial liabilities – current of ₹292.21 million, (v) an increase in other current assets of ₹283.40 million and (vi) an increase in trade receivables – current of ₹283.18 million.

Our net cash flows generated from operating activities were ₹2,111.40 million in Fiscal 2024 and our operating profit before working capital changes was ₹4,740.40 million in Fiscal 2024. Our net changes in working capital in Fiscal 2024 primarily included (i) an increase in other financial assets – non-current of ₹1,168.26 million, (ii) an increase in other bank balances of ₹885.10 million, (iii) an increase in trade payables of ₹438.60 million and (iv) a decrease in other financial liabilities – current of ₹299.00 million.

Our net cash flows generated from operating activities were ₹3,734.00 million in Fiscal 2023 and our operating profit before working capital changes was ₹4,197.66 million in Fiscal 2023. Our net changes in working capital in Fiscal 2023 primarily included (i) a decrease in trade receivables – current of ₹582.80 million, (ii) an increase in other financial assets – non-current of ₹407.70 million, (iii) an increase in trade payables of ₹411.91 million, (iv) a decrease in other financial liabilities – current of ₹389.12 million, and (v) a decrease in other non-current assets of ₹237.91 million.

Net cash generated from / (used in) investing activities

Our net cash flows used in investing activities were ₹1,602.44 million in the three months ended June 30, 2025, which primarily included (i) purchase of property, plant and equipment of ₹1,146.02 million, (ii) acquisition of right of use assets of ₹423.40 million, and (iii) investment in equity shares of ₹103.60 million.

Our net cash flows used in investing activities were ₹5,683.97 million in Fiscal 2025, which primarily included (i) purchase of property, plant and equipment of ₹4,182.41 million, (ii) investment made in preference shares of ₹1,000.00 million, (iii) acquisition of right of use assets of ₹722.74 million, (iv) interest income received of ₹203.21 million and (v) sale proceeds of property, plant and equipment of ₹17.97 million.

Our net cash flows used in investing activities were ₹9,907.55 million in Fiscal 2024, which primarily included (i) purchase of property, plant and equipment of ₹9,227.20 million, (ii) investment made in preference shares of ₹500.00 million, (iii) investment made in equity shares of ₹196.00 million, (iv) interest income received of ₹183.30 million, and (v) amount paid for acquisition of right of use assets of ₹167.65 million.

Net cash flows used in investing activities were ₹9,578.34 million for Fiscal 2023, which primarily included (i) purchase of property, plant and equipment of ₹8,540.44 million, (ii) amount paid for acquisition of right of use assets of ₹943.60 million, (iii) investment made in equity shares of ₹150.30 million, (iv) interest income received of ₹51.50 million, (v) sale proceeds of property, plant and equipment of ₹4.40 million, and (vi) rental income of ₹0.10 million.

Net cash generated from / (used in) financing activities

Our net cash flows used in financing activities were ₹2,107.80 million in the three months ended June 30, 2025, which primarily included (i) repayment of long-term borrowings of ₹3,118.46 million, (ii) an increase in short-term borrowings of ₹692.50 million, (iii) interest paid of ₹415.71 million, and (iv) proceeds from long term borrowings of ₹963.14 million.

Our net cash flows generated from financing activities were ₹1,896.16 million in Fiscal 2025, which primarily included (i) proceeds from long-term borrowings of ₹8,356.10 million, (ii) repayment of long-term borrowings of ₹5,884.81 million, (iii) proceeds from the issue of non-convertible debentures of ₹2,500.00 million, (iv) interest paid of ₹2,035.03 million, and (v) a decrease in lease liabilities of ₹445.85 million.

Our net cash flows generated from financing activities were ₹7,272.14 million in Fiscal 2024, which primarily included (i) proceeds from the issue of compulsorily convertible debentures of ₹6,000.00 million, (ii) proceeds from long-term borrowings of ₹5,840.41 million, (iii) repayment of long-term borrowings of ₹2,077.76 million, (iv) interest paid of ₹1,691.71 million, (v) decrease in short-term borrowings of ₹495.60 million, and (vi) decrease of lease liabilities of ₹411.20 million.

Our net cash flows generated from financing activities were ₹6,081.76 million in Fiscal 2023, which primarily included (i) proceeds from long-term borrowings of ₹5,936.30 million, (ii) proceeds from the issue of compulsorily convertible debentures of ₹2,980.00 million, (iii) repayment of long-term borrowings of ₹1,403.91 million, (iv) interest paid of ₹763.73 million, and (v) decrease in short-term borrowings of ₹464.90 million.

Capital Expenditures

Capital expenditures consist of primarily property, plant and equipment and land (comprising plant and equipment, building, office equipment, leasehold improvements and furniture and fittings) intangible assets such as software and licenses. We intend to continue to expand our data center facilities, which may lead us to incur further capital expenditure. The following table sets forth details of our capital expenditures on data center development for the period/Fiscals indicated.

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ in million)			
Buildings	2,834.60	67.00	1,857.50	-
Plant and equipment	1,768.60	3,837.50	940.20	1,829.40
Furniture and fittings	0.10	0.70	2.40	0.90
Office equipment	292.20	846.30	256.10	409.30
Motor vehicles	-	-	3.10	-
Leasehold improvements	376.70	3,690.42	1,387.20	1,221.80
System software	-	0.20	3.90	-
Total data center development capital expenditure	5,272.20	8,442.12	4,450.40	3,461.40

For further information, see “*Restated Consolidated Financial Information*” on page 349.

Indebtedness

As of June 30, 2025, a brief summary of our aggregate outstanding borrowings is set forth below:

Particulars	As of June 30, 2025
	(₹ million)
Current borrowings	3,042.58
Non-current borrowings	18,660.64
Total Borrowings	21,703.22

For further information on our indebtedness, see “*Financial Indebtedness*” on page 437.

Contractual Obligations, Contingent Liabilities and Commitments

Contractual Obligations

The following table sets forth a summary of the maturity profile of our contractual obligations as of June 30, 2025:

Particulars	As of June 30, 2025				
	Less than one year	One to three years	Three to five years	More than five years	Total
	(₹ million)				
Borrowings from banks and others	3,851.70	6,061.70	5,203.40	7,614.70	22,731.50
6% Compulsorily Convertible Debentures (“CCDs”)	733.30	1,467.00	1,466.60	1,589.30	5,256.20
8.95% non-convertible debentures	223.75	447.50	447.50	4,569.69	5,688.44
Lease liabilities	912.27	1,813.02	1,732.53	10,138.60	14,596.42
Trade payables	1,426.36	-	-	-	1,426.36
Other financial liabilities	2,304.14	-	-	-	2,304.14
Total	9,451.52	9,789.22	8,850.03	23,912.29	52,003.06

Contingent Liabilities

The following sets forth the principal components of our contingent liabilities as of June 30, 2025:

Particulars	As of June 30, 2025
	(₹ million)
Corporate Guarantee for Term Loan of SKVR Software Solution Pvt. Ltd, Associate Company ⁽¹⁾	1,387.50

Note: (1) Term loan dated July 4, 2024, obtained in connection with development works at Noida 02 Data Center.

For further information, see “*Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information- Note 20 - Contingent liabilities and commitments*” on page 397.

Commitments

The following table sets forth our commitments as of June 30, 2025:

Particulars	As of June 30, 2025
	(₹ million)
Estimated amount of contracts remaining to be executed on capital account and not provided for	6,687.14

For further information, see “*Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information- Note – Note 20 – Contingent liabilities and commitments*” on page 397.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that we believe have or are reasonably likely to have a current or future material effect on our financial condition, change in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include issues of debentures, expenses transfers, revenue transfers, interest payment on loans and CCDs, repayment of capital advances, lease rentals and remuneration paid to Key Managerial Personnel. For further information relating to our related party transactions, see “*Restated Consolidated Financial Information- Note 34 - Related parties and transactions*” on page 407.

Quantitative and Qualitative Analysis of Market Risks

Our activities expose us to a variety of financial risks, including market risk, credit risk and liquidity risk. Our overall risk management program focuses on identifying and analyzing the risks faced by us, to set appropriate risk limits and to monitor risks and adherence to limits. We review our risk management policies and procedures, and the adequacy of our risk management systems periodically to reflect changes in market conditions and our Company’s activities. The Board of Directors is assisted in its oversight role by the Internal Audit. The Internal Audit undertakes reviews of risk management controls and procedures and reports the results to the Board of Directors. For further information, see “*Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information – Note 36. Financial risk management*” on page 419.

Credit Risk

We are subject to credit risks if our clients or other counterparties to a financial instrument fail to meet their contractual commitments to us. Our credit risk arises principally from the Company’s trade receivables, treasury operations and other activities that are in the nature of leases. We typically manage our credit risks through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of our clients. We provide for allowances and doubtful debts and impairments that represent our estimates of trade receivables.

Liquidity Risk

Our liquidity risk relates to our inability to meet our contractual obligations associated with our financial liabilities that are settled by delivering cash or another financial asset as they fall due. We manage the liquidity risk by ensuring, as far as possible, that we will always have sufficient liquidity to meet our liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation. Typically, we ensure that we have sufficient cash on demand to meet operational expenses and servicing of financial obligations. In addition, we have concluded arrangements with financial institutions and have unused lines of credit that could be drawn upon should there be a need.

Market Risk

We are exposed to market risk with respect to the loss of future earnings, fair values or future cash flows that may result from adverse changes in interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. We are exposed to market risk primarily related to foreign exchange rate risk (currency risk), interest rate risk and the market value of our investments. Our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies. We further segregate market risk as (i) currency risk and (ii) interest rate risk.

Currency risk

We face exchange rate risk because certain of our obligations are denominated in foreign currencies, while our functional currency is the Indian rupee. We manage currency risk by (i) forecasting inflows and outflows dominated in US\$ for a 12-month period, (ii) estimating the net-exposure in foreign currency in terms of timing and amount, (iii) determining the extent to which exposure should be protected through one or more risk-mitigating instruments to maintain the permissible limits of uncovered exposures, and (iv) carrying out a variance analysis between estimate and actual on an ongoing basis, and taking stop-loss action when the adverse movements breach the 5% barrier of deviation, subject to review by the Board of Directors.

Interest rate risk

We are subject to interest rate risk, primarily because of interest rate changes to fixed deposits with banks and borrowings from banks. As of June 30, 2025, 69.06% of our indebtedness consisted of variable rate indebtedness.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions, including unusual trends due to the business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc., that, to our knowledge, may be described as “unusual” or “infrequent”.

Known Trends or Uncertainties

Other than as described in the sections “*Risk Factors*” starting on page 35 and this section “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationship between Cost and Income

Except as disclosed in this Draft Red Herring Prospectus, there are no known factors that will have a material adverse impact on our operations and financial condition. For further information, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 35, 276 and 440, respectively.

New products or business segments / material increases in revenue due to increased disbursements and introduction of new products

Apart from the disclosures in “*Our Business*” on page 276, we currently have no plans to develop new products or establish new business segments that are expected to have a material impact on our business, results of operations or financial condition.

Significant Dependence on single or few customers or suppliers

We do not have a material dependence on a single or few suppliers. A significant portion of our revenues are derived from our top 10 clients.

Set forth below are details of the revenue from operations attributable to our top 10 clients (determined on the basis of their contribution to our revenue from contracts with clients), for the period/Fiscals indicated.

Client Details	Three months ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Client 1	1,780.76	44.68	6,615.32	46.31	4,223.44	37.91	3,899.22	38.18
Client 2	478.57	12.01	1,602.43	11.22	1,552.02	13.93	1,597.13	15.64
Client 3	412.73	10.35	1,543.88	10.81	1,361.92	12.22	1,350.30	13.22
Client 4	226.54	5.68	812.16	5.69	640.50	5.75	521.64	5.11
Client 5	112.67	2.83	409.10	2.86	287.63	2.58	201.79	1.98
Client 6	68.66	1.72	288.01	2.02	269.14	2.42	192.23	1.88
Client 7	68.30	1.71	148.56	1.04	137.28	1.23	153.85	1.51
Client 8	53.63	1.35	140.15	0.98	134.17	1.20	148.69	1.46
Client 9	42.64	1.07	117.70	0.82	126.98	1.14	140.71	1.38
Client 10	34.16	0.86	97.40	0.68	118.40	1.06	109.77	1.07
Total (Top 10)	3,278.66	82.26	11,774.71	82.43	8,851.48	79.44	8,315.33	81.43

Note:

(1) The names of the top 10 clients have not been disclosed in this Draft Red Herring Prospectus due to confidentiality reasons and non-receipt of consent from these clients. The clients shown are the top 10 clients in terms of revenue from operations for each of the respective years/ periods and may not necessarily be the same customers.

For further information, see “*Risk Factors— 1. In the three months ended June 30, 2025, and Fiscals 2025, 2024 and 2023, we derived 82.26%, 82.43%, 79.44% and 81.43% of our revenue from operations, respectively, from our top 10 clients, which include all of our Hyperscaler clients and key Enterprise clients. The loss of such key clients may materially and adversely affect our business, future prospects, and financial performance.*” on page 35.

Seasonality of Business

Seasonality does not have a material impact on our operations.

Accounting Pronouncements That Became Effective in the Current Fiscal Year

There are no accounting pronouncements that became effective in the current year that have an impact on our operations.

Competitive conditions

We operate in a competitive environment and expect competition in our industry from existing and potential competitors to intensify. Please refer to the sections “*Industry Overview*”, “*Our Business*”, and “*Risk Factors*” on pages 157, 276 and 35, respectively, for further information on our industry and competition.

Significant Developments after June 30, 2025

Our Company, pursuant to the resolution passed by our Board on September 25, 2025, and the special resolution passed by our Shareholders on September 26, 2025, has approved and adopted the Sify Infinit Employee Stock Option Plan 2025 (the “**ESOP 2025**”) to create, issue, offer and allot, in one or more tranches, not more than 30,000,000 Equity Shares pursuant to ESOP 2025. The objective of ESOP 2025 is to (i) incentivize and reward employees for their continuous performance and association with our Company; (ii) attract and retain the key talents by way of rewarding their high performance and motivating them to contribute to the overall corporate growth and profitability of our Company; and (iii) enable employees to create wealth in future. The ESOP 2025 is in compliance with the SEBI SBEB & SE Regulations and other Applicable Laws.

As on date of this Draft Red Herring Prospectus, no employee stock options have been granted, vested, exercised, forfeited, lapsed or cancelled under the ESOP 2025.

To our knowledge there has been no additional subsequent development after the date of the Restated Consolidated Financial Information, which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

Critical Accounting Policies

The notes to our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus contain a summary of our material accounting policies and critical accounting judgements. Set forth below is a summary of our most significant accounting policies under Ind AS. The preparation of our restated consolidated financial information requires management to make estimates and assumptions that affect the reported amounts of revenue, expense, assets and liabilities and disclosures relating to contingent liabilities on the date of the financial statements. Actual results could differ from those estimates.

Use of Estimates and Judgements

The preparation of our Restated Consolidated Financial Information in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial information, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected. For further information on the application of accounting policies that require critical accounting estimates, judgements and assumptions, see “*Restated Consolidated Financial Information—B.5 Use of estimates and judgements*” on page 361.

Foreign Currency

Foreign Currency Transactions and Balances

Transactions in foreign currencies are initially recognized in the financial information using exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the relevant functional currency at the exchange rates prevailing at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate prevailing on the date that the fair value was determined. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Foreign currency differences arising on translation are recognized in the restated consolidated statement of profit and loss for determination of net profit or loss during the period.

Foreign Operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to the functional currency at exchange rates at the reporting date. The income and expenses of foreign operations and cash flows are translated to the functional currency using average exchange rates during the period. Any differences

arising on such translation are recognized in other comprehensive income. Such differences are included in the foreign currency translation reserve (“**FCTR**”) within other components of equity. When a foreign operation is disposed off, in part or in full, the relevant amount in the FCTR is transferred to profit or loss.

Financial Instruments

(a) Financial Assets

Financial assets comprises investments in equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

Initial Recognition

All financial assets are recognized initially at fair value except trade receivables. In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value on initial recognition. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

(i) Financial assets measured at amortized cost:

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cashflows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the restated consolidated statement of profit and loss.

The Company while applying above criteria has classified the following financial assets at amortized cost: (i) trade receivable and (ii) other financial assets.

(ii) Financial assets at fair value through other comprehensive income (“**FVTOCI**”):

Financial assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair value movements in financial assets at FVTOCI are recognized in other comprehensive income.

Equity instruments held for trading are classified as at fair value through profit or loss (“**FVTPL**”). For other equity instruments the company classifies the same either as at FVTOCI or FVTPL. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends, are recognized in other comprehensive income (“**OCI**”).

(iii) Financial assets at FVTPL:

Financial assets are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. All fair value changes are recognized in the restated consolidated statement of profit and loss.

Derecognition of financial assets

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred and the transfer qualifies for derecognition. On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the restated consolidated statement of profit and loss.

Impairment of financial assets

Trade receivables, contract assets, lease receivables under Ind AS 109, investments in debt instruments that are carried at amortized cost, investments in debt instruments that are carried at FVTOCI are tested for impairment based on the expected credit losses for the respective financial asset.

(i) Trade receivables

An impairment analysis is performed at each reporting date. The expected credit losses over lifetime of the asset are estimated by adopting the simplified approach using a provision matrix which is based on

historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

(ii) **Other financial assets**

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the lifetime when there is significant increase in credit risk.

(b) **Financial Liabilities**

Initial recognition and measurement

Financial liabilities are initially recognized at fair value and any transaction cost that are attributable to the acquisition of the financial liabilities except financial liabilities at fair value through profit or loss which are initially measured at fair value.

Subsequent measurement

The financial liabilities are classified for subsequent measurement into following categories: (i) at amortized cost and (ii) at fair value through profit or loss

(i) **Financial liabilities at amortized cost**

The company is classifying the following financial liabilities at amortized cost: (i) compulsorily convertible debentures, (ii) borrowings from banks, (iii) borrowings from others, (iv) finance lease liabilities, (v) trade payables and (vi) other financial liabilities.

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount.

(ii) **Financial liabilities at fair value through profit or loss**

Financial liabilities held for trading are measured at FVTPL.

Compound Financial Instrument

The terms of a non-derivative compound financial instrument are evaluated to determine whether it contains both a liability and an equity component. Such components are classified as financial liabilities, financial assets or equity instruments in accordance with the substance of the contractual arrangement. Interest, dividends and gains relating to the component that is financial liability is recognized as income or expense in profit or loss. Distribution to holders of equity instruments is recognized directly in equity.

Derecognition of financial liabilities

A financial liability shall be derecognized when, and only when, it is extinguished i.e., when the obligation specified in the contract is discharged or cancelled or expires.

(c) **Derivative financial instruments**

Foreign exchange forward contracts and options are entered into by the Company to mitigate the risk of changes in foreign exchange rates associated with certain payables, receivables and forecasted transactions denominated in certain foreign currencies. The Company also enters into cross currency and interest rate swaps for hedging the risk against variability in cash flows of its term loan. These derivative contracts do not qualify for hedge accounting under Ind AS 109, and are initially recognized at fair value on the date the contract is entered into and subsequently measured at fair value through profit or loss. Gains or losses arising from changes in the fair value of the derivative contracts are recognized in profit or loss.

(d) **Offsetting of financial assets and financial liabilities**

Financial assets and liabilities are offset and the net amount is presented in the statement of assets and liabilities when, and only when, the Company has a legal right to offset the recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liability simultaneously.

(e) **Reclassification of Financial Assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets (which are categorized as equity instruments) at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be very infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Property, Plant and Equipment

Property, Plant and Equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchases taxes, after deducting trade discounts and rebates and includes expenditure directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labor and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of Property, Plant and Equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Amount paid as advances towards the acquisition of property, plant and equipment is disclosed separately under other non-current assets as capital advances and the cost of assets not put to use as on balance sheet date are disclosed under 'Capital work-in-progress'.

Gains and losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment and are recognized net within "other income / other expenses" in the restated consolidated statement of profit and loss.

Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in the statement of profit or loss.

Depreciation

Depreciation is recognized in the restated consolidated statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Depreciation on contract-specific assets are charged co-terminus over the contract period. Management's estimated useful lives for the three months period ended June 30, 2025, and Fiscals 2025, 2024 and 2023 were as follows:

Particulars	Estimated useful life in years	Useful life prescribed by Schedule II in years
Buildings	28	30
Plant and equipment		
- Power equipment	8	15
- Computer servers	5	6
- Computer laptop/desktop	3	3
Furniture and fittings	5	10
Leasehold improvements	5	10
Office equipment	5	5
Motor vehicles	3	8

The management of the Company believes that the useful lives as given above best represent the period over which management expects to use these assets. The depreciation method, useful lives and residual value are reviewed at each of the reporting date.

Business Combinations

Business combinations are accounted for using Ind AS 103 Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets,

liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103. The cost of acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Transactions costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

The acquisition of an asset or a group of assets that does not constitute a 'business' as per Ind AS 103 is accounted for by identifying and recognizing the individual identifiable assets acquired and liabilities assumed. The cost of the group of assets is allocated to such individual identifiable assets and liabilities on the basis of their relative fair values on the date of purchase.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interests method.

Intangible assets

Intangible assets that are acquired by the Company, which have finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the intangible asset.

Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, are recognized in profit or loss as incurred.

Amortization of intangible assets with finite useful lives

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use. The estimated useful lives for the current and previous year are as follows:

	Estimated useful life in years
System Software	1 – 3

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Leases

As a Lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether: (1) the contract involves the use of an identified asset (2) the company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in

circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

Impairment of Non-Financial Assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit or group of units on a pro rata basis.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

Employee Benefits

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company, as detailed below:

Defined contribution plan (Provident fund)

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. The Company makes specified monthly contribution towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit and loss in the periods during which the related services are rendered by employees.

Defined benefit plans (Gratuity)

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the

Company. The gratuity fund is managed by the HDFC Life Insurance Company Limited. The company's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting any unrecognized past service cost and the fair value of any plan assets.

The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest), are recognized in other comprehensive income and presented within equity. Remeasurements are not reclassified to profit or loss in subsequent periods. Service costs, net interest expenses and other expenses related to defined benefit plans are recognized in profit or loss.

Short term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Compensated absences

The employees of the Company are entitled to compensated absence. The employees can carry forward a portion of the unutilized accrued absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence. The Company recognizes an obligation for compensated absences in the period in which the employee renders the services. The Company provides for the expected cost of compensated absence in the restated consolidated statement of profit and loss as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated based on actuarial valuations carried out by an independent actuary at the balance sheet date.

Share-based Payment Transactions

The employees of the Company are entitled to participate in Associate Stock Option Plan (ASOP) where the employees are issued options to purchase shares of the Holding Company subject to vesting period. Accordingly, the fair value of option on the Grant date is amortized over the vesting period with a corresponding liability recognized against the Holding Company, which will issue shares on exercise.

Provisions

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract

Revenue Recognition

The Company derives revenue from data center services.

Data Center Services

Revenue from data center services consists co-location of racks and power charges billed to customers. The contracts are mainly for a fixed rate for a period of time. Revenue from co-location of racks, power charges and interconnect charges are series of distinct services where the performance obligations are completed. Service revenue is recognized as the related services are performed. Sale of equipment such as servers, switches, networking equipment, cable infrastructure and racks etc., are accounted as separate performance obligations if they are distinct and its related revenues are recognized at a point in time when the control is passed on to the customer.

Multiple Deliverable Arrangements

In certain cases, some elements belonging to the services mentioned above are sold as a package consisting of all or some of the elements. The Company accounts for goods or services of the package separately if they are distinct. i.e., if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer.

The Company allocate the transaction price to each performance obligation identified in the contract on a relative stand-alone selling price basis.

Standalone selling price is the price at which Company would sell a promised good or service separately to the customer.

If the relative stand-alone selling prices are not available, the Company estimates the same. In doing so, the Company maximize the use of observable inputs and apply estimation methods consistently in similar circumstances.

Contract Cost

Costs to fulfil customer contracts, i.e., the costs relate directly to a contract or to an anticipated contract that the Company can specifically identify or the costs generate/ enhance resources of the company that will be used in satisfying (or in continuing to satisfy) performance obligations in the future or the costs that are expected to be recovered are recognized as asset and amortized over the contract period.

Incremental costs of obtaining a contract are recognized as assets and amortized over the contract period if entity expects to recover those costs.

The Company recognizes incremental cost of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have recognized is one year or less.

Costs to obtain a contract that is incurred regardless of whether the contract is obtained are recognized as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained.

Significant Judgements on Applying Ind AS 115

The Company contracts with customer include promises or arrangements to transfer multiple goods or services to a customer. The Company assess whether such arrangements in the contract has distinct goods or services (performance obligation). Identification of distinct performance obligation involves judgment to determine ability of customer to benefit independently from other promises in the contract.

The judgment is required to measure the transaction price for the contract. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer. The consideration could be fixed amount or variable amount or could be both. Transaction price could also be adjusted for time value of money if contract includes a significant financing component.

In the case of multiple arrangements in a contract, the Company allocate transaction price to each performance obligation based on standalone transaction price. The determination of standalone transaction price involves judgment.

The Company uses judgment in determining timing of satisfaction of performance obligation. The Company considers how customer benefits from goods or services as the services are rendered, who controls as the assets is created or enhanced, whether asset has an alternate use and the entity has an enforceable right to payment for performance completed to date, transfer of significant risk and reward to the customer, acceptance or sign off from the customer etc.,

The Company uses judgement when capitalizing the contract cost as to whether it generates or enhances resources of the entity that will be used in satisfying performance obligation in the future.

Finance Income

Finance income comprises interest income on funds invested, dividend income, fair value gains on financial assets at fair value through profit or loss. Interest income is recognized as it accrues in the restated consolidated statement of profit and loss, using the effective interest method. Dividend income is recognized in the restated consolidated statement of profit and loss on the date when the company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance Expense

Finance expense comprises borrowing costs, bank charges, unwinding of discount on provision, fair value losses on financial assets at fair value through profit or loss that are recognized in the restated consolidated statement of profit and loss. Fair value changes attributable to hedged risk are recognized in the restated consolidated statement of profit and loss.

Borrowing costs are interest and other costs (including exchange difference relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Interest expense is recognized using effective interest method.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred. To the extent the Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the Company determines the amount of borrowings costs eligible for capitalization by applying a capitalization rate to the expenditure incurred on such asset. The capitalization rate is determined based on the weighted average of borrowing costs applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing costs that the Company capitalizes during a period does not exceed the amount of borrowing costs incurred during that period.

Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: (i) the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, (ii) differences relating to investments in subsidiaries and associates to the extent that it is probable that they will not reverse in the foreseeable future; and (iii) arising due to taxable temporary differences arising on the initial recognition of goodwill, as the same is not deductible for tax purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Fair value measurement

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial information are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described below:

Level 1 - unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - unobservable inputs for the asset or liability

For assets and liabilities that are recognized in the financial information at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

Fair values have been determined for measurement and / or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Investments in equity and debt securities

The fair value is determined by reference to their quoted price at the reporting date. In the absence of quoted price, the fair value of the financial asset is measured using valuation techniques.

Trade and other receivables

The fair value of trade and other receivables expected to be realized beyond twelve months, excluding construction contracts in progress, is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. However in respect of such financial instruments, fair value generally approximates the carrying amount due to the short term nature of such assets. This fair value is determined for disclosure purposes or when acquired in a business combination.

Derivatives

The fair value of forward exchange contracts is based on their quoted price, if available. If a quoted price is not available, the fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (based on government bonds). The fair value of foreign currency option contracts is determined based on the appropriate valuation techniques, considering the terms of the contract. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Company and the counter party when appropriate. The fair value of the cross-currency swaps (principal only swaps) and interest rate swaps is determined based on the discounting of the future cash flows at the market rates existing on the reporting date.

Non derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

Share-based payment transactions

The fair value of employee stock options is measured using the Black-Scholes method. Measurement inputs include share price on grant date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), expected term of the instrument (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on government bonds).

Investments in Subsidiaries and Associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses if any.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at June 30, 2025, derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Consolidated Financial Information" beginning on pages 35, 440 and 349, respectively.

(in ₹ millions, unless otherwise stated)

Particulars	Pre-Offer as at June 30, 2025	As adjusted for the proposed Offer ⁽¹⁾
Borrowings		[●]
Current borrowings ⁽²⁾ (A)	3,042.58	[●]
Non-current borrowings ⁽²⁾ (B)	18,660.64	[●]
Total Borrowings (A) + (B) = (C)	21,703.22	[●]
Equity		
Equity share capital ⁽²⁾	5,101.31	[●]
Instruments entirely equity nature	5,101.31	[●]
Other equity ⁽²⁾	12,441.95	[●]
Total Equity (D)	17,543.26	[●]
Total Borrowings/ Total Equity (C/D)	1.24	[●]
Non-current borrowings /Total Equity (B/D)	1.06	[●]

⁽¹⁾ The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.

⁽²⁾ These terms shall carry the meaning as per Schedule III of the Companies Act.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including matters which are at FIR stage even if no cognizance has been taken by any court) involving Company, our Promoters and Directors (together the “**Relevant Parties**”), Key Managerial Personnel and members of our Senior Management; (ii) actions (including all outstanding penalties, show cause notices and other notices or orders) by regulatory authorities and statutory authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities) involving the Relevant Parties, Key Managerial Personnel and members of our Senior Management; (iii) disciplinary actions including any penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years including outstanding actions; (iv) claims related to direct and indirect tax matters involving the Relevant Parties; and (v) other pending litigation (including civil or arbitration proceedings) as per the policy of materiality adopted by our Board in accordance with SEBI ICDR Regulations. Further, except as disclosed in this section, there are no outstanding litigations involving our Group Companies that may have a material impact on the Company.

It is clarified that, for the purposes of (ii) above, notices issued by statutory or regulatory authorities received by the Relevant Parties, Key Managerial Personnel or the members of our Senior Management which are in the nature of information request are not disclosed. For the purposes of (iv) above, show cause notices, demand notices and any claims received in writing by the Relevant Parties are considered and requests for information or clarifications, if any, received without any claim amount are not considered.

Further, for the above purposes, pre-litigation notices received by the Relevant Parties, Key Managerial Personnel and the members of our Senior Management (excluding actions as covered under (ii) above), have not been considered as litigation until such time that any of the Relevant Parties are impleaded as a defendant in the litigation proceedings before any judicial forum or arbitral forum.

For the purpose of identification of material litigation in (v) above, our Board pursuant to the Board resolution dated October 14, 2025, has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Draft Red Herring Prospectus:

Further, all outstanding litigation would be considered ‘material’ if: (i) aggregate monetary amount of claim/dispute amount/liability involved whether by or against the Relevant Parties in any such pending litigation is in excess of the lower of the following thresholds (a) 2% of the net worth of the Company as per the last audited consolidated financial statements, except in case the arithmetic value of the net worth is negative or, (b) ₹ 2% of turnover of the Company as per the last audited consolidated financial statements or, (c) 5% of the average of absolute value of profit or loss after tax of the Company as per the last three audited consolidated financial statements (“**Materiality Threshold**”); (ii) litigation where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed the Materiality Threshold or (iii) any outstanding civil litigation/ arbitration proceedings involving the Relevant Parties wherein the monetary liability is not quantifiable, or does not exceed the Materiality Threshold, but the outcome of such litigation have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company. Accordingly, 5% of the average of absolute value of profit or loss after tax of the Company as per the last three audited consolidated financial statements, based on the Restated Consolidated Financial Information of the preceding three financial years disclosed in this DRHP, i.e., ₹ 52.72 million has been considered as the Materiality Threshold.

We have disclosed outstanding claims related to direct and indirect tax matters involving the Relevant Parties in a consolidated manner, giving the number of cases and total amount.

Except as stated in this section, there are no material outstanding dues to creditors of our Company. For this purpose, our Board has pursuant to the Board resolution dated October 14, 2025, considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this materiality policy, dues owed by the Company to any creditor of the Company having a monetary value which exceeds 5% of the total trade payables of the Company, as on the end of the latest financial period included in the Restated Consolidated Financial Information shall be considered as ‘material’. Accordingly, as on June 30, 2025, any outstanding dues exceeding ₹ 71.32 million have been considered as material outstanding dues for the purposes of disclosure in this section. For outstanding dues to any micro, small or medium enterprise (“**MSME**”), the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under Section 2 of Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder.

Unless otherwise specified, the terms defined in the description of a particular litigation matter pertain to such matter only.

I. Litigation involving our Company

Litigation against our Company

Material civil litigation

1. Devara Suri Appa Rao and others (“**Petitioner**”) have filed a writ petition dated September 9, 2025 before the High Court of Andhra Pradesh against the State of Andhra Pradesh, Andhra Pradesh Industrial Infrastructure Corporation Limited (“**APIICL**”), Visakhapatnam Urban Development Authority and others, wherein our Company has also been impleaded as a party, challenging the general order dated August 1, 2025 for allotment of certain portion of land to APIICL for onward transfer to our Company. The matter is currently pending.

Criminal litigation

1. Maharashtra Private Security Guards has filed summary criminal case dated March 26, 2025 before Joint Civil Judge, J.D. Judicial Magistrate First Class, Thane against our Company and our Individual Promoters, namely Vegesna Ananta Koti Raju, and Vegesna Bala Saraswathi. As on the date of this Draft Red Herring Prospectus, neither our Company nor the Individual Promoters have received notices, summons or any other document in relation to this matter and the disclosure included herein is based on the information available on the E-courts services website.
2. The state of Maharashtra has filed a summary criminal case dated March 26, 2025 before the Joint Civil Judge, J.D. Judicial Magistrate First Class, Thane against our Company our Individual Promoters, namely Vegesna Ananta Koti Raju, and Vegesna Bala Saraswathi. As on the date of this Draft Red Herring Prospectus, neither our Company nor the Individual Promoters have received notices, summons or any other document in relation to this matter and the disclosure included herein is based on the information available on the E-courts services website.

Actions taken by regulatory and statutory authorities

1. Print House India Private Limited (now amalgamated with our Company)(“**Applicant**”) had initiated Corporate Insolvency Resolution Process under section 10 of the Insolvency and Bankruptcy Code, 2016 (“**IBC Code**”), which was admitted by National Company Law Tribunal, Mumbai, Mumbai Bench (“**NCLT Mumbai**”) on October 9, 2018 (“**CIRP Application**”), and subsequently one of our promoters, Sify Technologies Limited (“**STL**”) submitted a resolution plan which was thereafter approved by the NCLT Mumbai by order dated June 23 2020 (“**RP Approval Order**”), contemplating a complete extinguishing of all debts of the Applicant prior to the date of RP Approval Order. As per the lease deed executed on March 13, 2006, the Applicant had leased certain portion of land which was within jurisdictional limits of the Navi Mumbai Municipal Corporation (“**Respondent**”). On March 15, 2018, the Respondent issued a notice for making outstanding payment of property tax along with penalty and interest up to March 2017 amounting to ₹72.23 million, which subsequently increased to ₹107.54 million along with interest penalty for the period between April 1, 2006 to September 30, 2021. Further, the Respondent issued a bill dated April 1, 2021 claiming ₹108.98 million as property tax for April 2021 to September 2021, and subsequently issued a notice dated June 24, 2021 (“**Demand Notice**”) demanding payment within 7 days, threatening action against the Applicant. However, no claim was filed by the Respondent during the pendency of the CIRP Application before NCLT Mumbai with respect to the unpaid property tax due, despite public announcements published in newspapers asking creditors to file proof of claim. Thereafter, the Applicant filed an Interlocutory Application dated September 2, 2021 (“**IA**”) before NCLT Mumbai seeking to set aside property tax demands and Demand Notice issued by Navi Mumbai Municipal Corporation (“**Respondent**”). Thereafter, NCLT Mumbai *vide* its order dated October 5, 2021 granted stay against the Demand Notice. Subsequently, the Respondent revised the Demand Notice waiving off the demands pertaining to the CIRP period, accordingly our Company has paid property tax fully till March 2025 and is in the process of withdrawing the IA.
2. Mumbai Shramik Sangh (“**Complainant**”) on behalf of Uday Dattatram Chavan, a former workmen with Print House India Private Limited (“**Print House**”) (now amalgamated with our Company) filed a statement of claim dated September 29, 2015 against Print House before the First Labour Court at Thane in relation to reinstatement with full back wages and continuity of services of Shri Uday Dattatram Chavan. The Complaint has challenged the dismissal order passed by Print House and has sought direction for reinstatement of Uday Dattatram Chavan with full back wages and continuity of services with effect from June 9, 2010. The matter is currently pending.

Material tax litigation involving our Company

1. The Income Tax Department has issued a demand notice dated March 26, 2025 (“**Notice**”) under section 156 of the Income Tax Act, 1961 to our Company pursuant to the assessment proceedings and the proposed variations to the returned income for Assessment Year 2023-24. Accordingly, the Notice sets out an addition of ₹ 103.50 million to the total income of the Company for the relevant Assessment Year. Our Company has filed an appeal dated April 18, 2025 with the National Faceless Appeal Centre, disputing the demand in the Notice. The matter is currently pending.

Litigation by our Company

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated by our Company.

Criminal litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Company.

Litigation involving our Directors

Litigations against our Directors

Material civil litigation

1. Mr. Samar Banwat (“**Petitioner**”), has filed a writ petition dated January 31, 2024 (“**Writ Petition**”) before the High Court of Bombay against the National Securities Depository Limited (“**NSDL**”), challenging the termination of his employment by NSDL. Padmaja Chunduru, one of our directors has been arrayed as a respondent in her capacity as the former managing director and chief executive officer of NSDL. Apart from challenging the termination of his employment, the Petitioner also sought an order directing NSDL to formulate an appropriate authority to carry out disciplinary actions in accordance with applicable law. Padmaja Chunduru has not been served any notice or communication in relation to the Writ Petition from the High Court of Bombay and the next date of hearing is yet to be updated on the website of the High Court of Bombay.

Actions taken by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against our Directors.

Criminal litigation

Padmaja Chunduru

1. Mr. Utpal Majumdar (“**Complainant**”) has filed a complaint dated December 4, 2024 (“**Complaint**”), before the 19th Judicial Magistrate at Calcutta against National Securities Depository Limited (“**NSDL**”), NSDL’s public interest director and certain other individuals including employees of NSDL (collectively “**Defendants**”) which includes one of our Independent Director, namely Padmaja Chunduru. The Complaint alleges offences under the Bharatiya Nyaya Sanhita, 2023 and the Information Technology Act, 2000, including cyber-crime, criminal conspiracy, cheating, fraud, forgery, and manipulation of election results. It is alleged that NSDL actively participated in a conspiracy to tamper with the e-voting process of the Calcutta Club Limited election held on July 26, 2024, by issuing duplicate one-time passwords, interfering with the voting system and communicating manipulated results, thereby compromising the integrity of the election. On July 5, 2025, arguments were concluded on NSDL’s behalf and the matter was posted to August 30, 2025. The matter is still pending.

Vegesna Ananta Koti Raju

2. Except as disclosed under “ – I. Litigation involving our Company – Litigation against our Company – Criminal litigation” on page 464 there are no criminal litigation involving Vegesna Ananta Koti Raju.

Vegesna Bala Saraswathi

3. Except as disclosed under “ – I. Litigation involving our Company – Litigation against our Company – Criminal litigation” on page 464 there are no criminal litigation involving Vegesna Bala Saraswathi.

Litigations by our Directors

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated by our Directors.

Criminal Litigation

As on the date of this Draft Red Herring Prospectus, there is no outstanding criminal proceedings initiated by our Directors.

II. Litigation involving our Promoters

Litigations against our Promoters

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there is no outstanding material civil litigation initiated against our Directors.

Actions taken by regulatory and statutory authorities

1. Department of Telecommunications (“**DoT**”) had issued Internet Service (“**ISP**”), National Long Distance (“**NLD**”) and International Long Distance (“**ILD**”) licenses (“**License Agreement**”) to Sify Technologies Limited (“**STL**”). The DoT issued demand letters dated September 11, 2013 (“**Demand Notice 1**”), August 22, 2023 (“**Demand Notice 2**”), January 11, 2024 (“**Demand Notice 3**”), January 16, 2024 (“**Demand Notice 4**”) and April 1, 2024 (“**Demand Notice 5**”) against STL seeking to levy license fee in respect of non-telecom/non-licensed activities carried (“**Subject Matter**”) on by STL (collectively, “**Demand Notices**”). STL has filed writ petitions before the High Court of Madras (“**High Court**”) challenging the Demand Notices seeking order or direction, declaring the provisions of the License Agreement in so far as it empowers the DoT to levy license fee in respect of non-telecom/non-licensed activities carried on by STL as ultra vires the Constitution of India and Indian Telegraph Act, 1885. Subsequently, STL has received a stay order from High Court dated June 6, 2014 (“**Interim Stay**”) in relation to Demand Notice 1. Further, High Court *vide* its order dated April 30, 2024 quashed the demands made by way of Demand Notice 2 (“**Order 1**”). Thereafter, DoT invoked the bank guarantees furnished by STL in lieu of Demand Notice 3, 4 and 5, subsequent to which STL has obtained an interim direction from High Court restraining DoT from taking any further coercive steps against STL *vide* order dated July 19, 2025 (“**Interim Stay 2**”). The DoT has filed a writ appeal dated January 7, 2025 before the High Court of Madras challenging the decision made *vide* the Order 1 (“**Writ Appeal**”). The High Court granted an interim order dated May 22, 2025 restraining DoT from taking any further steps till the existing petitions are adjudicated. The matter is currently pending.
2. Sify Technologies Limited (“**STL**”) made an application to the Southern Power Distribution Company Limited (“**SPDCL**”) dated February 6, 2023 seeking permission to install availability based tariff (“**ABT**”) meters and permit open access for enabling procurement of power from Indian Energy Exchange Limited (**IX**) in order to achieve its sustainability and Net Zero goals. Due to inaction by SPDCL, STL filed a writ of mandamus *vide* writ petition number 30530 of 2023 before the High Court of Telangana and the same was allowed in favour of STL *vide* order dated June 18, 2024. Subsequently, SPDCL has preferred the writ appeal *vide* writ No. 1205/2024 which was posted for admission before the principal bench of High Court at Hyderabad on October 24, 2024 and notice was order to STL. The matter is currently pending.
3. Based on directives from the Department of Telecommunication (“**DoT**”), Sify Technologies Limited (“**STL**”) migrated its license terms from old regime to the unified license Regime (“**UL**”) in 2014. Pursuant to the migration, DoT directed STL to furnish fresh bank guarantee(s) under the terms of the new UL license. Further, STL’s request to return the bank guarantees furnished under old regime was denied by DoT. STL filed a petition before the Telecom Disputes Settlement & Appellate Tribunal (“**TDSAT**”) *vide* petition number 25 of 2017, directing DoT to return the old bank guarantee and accordingly TDSAT directed DoT to return the old bank guarantee upon furnishing of fresh Bank Guarantee(s). DoT has returned the old bank guarantee to STL and accordingly the matter is now infructuous. STL is in process to withdraw the present petition pending before TDSAT.

4. Several Internet Service Providers (“ISPs”) who hold licenses issued by the Department of Telecommunication (DoT) including Sify Technologies Limited, challenged the imposition of license fee under unified license regime on ISPs before the Telecom Disputes Settlement & Appellate Tribunal (“TDSAT”). STL was required to pay license fee under the unified license regime, while the old regime permitted some ISPs with no levy of license fee for revenue generated from pure internet services. TDSAT after hearing the submissions of STL and other ISPs, set aside the levy of license fee under unified license regime *vide* Order dated October 18, 2019 (“TDSAT Order”). The DoT has preferred an appeal before the against the TDSAT Order before Supreme Court of India *vide* civil appeal *vide* C.A. No. 000220/2021. The matter is currently pending.
5. The Deputy Municipal Commissioner (Cess), Navi Mumbai (“Authority”) issued a recovery notice to STL dated December 7, 2016 for an amount of ₹ 1.87 million towards interest and penalty pursuant to Order No. DMC(Cess)/NMMC/3562/2016 dated July 29, 2016 (“Cess Order”) for assessment year 2001-2002. STL challenged the Cess Order before the High Court of Mumbai *vide* writ petition No. WP/9391/2017. The matter was heard on August 28, 2018 and is currently pending adjudication.
6. A show cause notice dated December 22, 2023 (“SCN 1”) was issued by Joint Commissioner of GST & Central Excise (“JC”) against Sify Technologies Limited to demand GST of ₹ 1,175.83 million on the provisionally assessed license fees on the non-licensed business activity by the Department of Telecommunication (“DoT”) for the period from April 1, 2016 to March 31, 2019. STL filed a writ petition dated March 15, 2024 (“Petition 1”) before the High Court of Madras (“High Court”) challenging the SCN 1 on the grounds that the demands proposed in the SCN 1 are not tenable as the disputed license fees are not consideration and these disputed license fees raised by DoT are under challenge before the High Court of Madras. Thereafter, the High Court granted an interim stay *vide* its order dated April 12, 2024 (“Order 1”) and restrained JC from issuing any subsequent demand notice in this matter. Subsequently, JC issued another show cause notice dated August 5, 2024 (“SCN 2”) as summary to the SCN 1. Since the High Court had issued a stay on issuance of subsequent demand notices in this matter *vide* Order 1, STL filed a miscellaneous petition dated September 16, 2024 (“Petition 2”) before the High Court to raise additional grounds in relation to Petition 1. The matter is currently pending.

Criminal litigation

STL

1. A preliminary enquiry dated March 8, 2018 (“PE”) was registered by Central Bureau of Investigation (“CBI”) pursuant to the complaint dated March 4, 2018 forwarded by Joint Secretary, Ministry of Personnel, Public Grievances and Pensions, Department of Personnel & Training, Government of India, for conducting enquiry on the allegations of malpractices in the Staff Selection Commission Combined Graduate Level Exam (“SSC-CGL”) conducted by Sify Technologies Limited (“STL”). Pursuant to the PE a complaint dated May 21, 2018 (“Complaint 1”) was filed with Superintendent of Police, CBI, Anti-Corruption Unit – I (“CBI AC-I”) which sought that a case be registered against certain employees of STL on account of criminal conspiracy, cheating, criminal misconduct by the public servant and cheating by impersonation by using computer resources. Basis the Complaint 1, CBI AC-I registered a first information report dated May 22, 2018 (“FIR”) against certain individual which includes one employee of STL. Subsequently, CBI AC-I has filed certain chargesheets before Special Judge, CBI, Rouse Courts, New Delhi (“CBI Court”) under Sections 13(2) and 13(1)(d) of the Prevention of Corruption Act, 1988 against STL and one of its employees. The matter is currently pending.
2. The managing director of M/s. Pavaman ISPAT Private Limited (“Complainant”) lodged a complaint before the Cowlbazar Police Station, Bellary and a first information report was lodged *vide* FIR No. 142 of 2018 (“FIR”) against the chartered accountant firm for offences punishable under section 447 of Companies Act, 2013 and other provisions of the Indian Penal Code, 1860 and the Information Technology Act, 2010 on account of forging the digital signature issued by Sify Technologies Limited (“STL”). STL was also named as a party in the proceedings before the 2nd Additional Civil Judge, Bellary. Being an intermediary under the Information Technology Act, 2000, STL filed a criminal petition before High Court of Karnataka, Dharwad Bench *vide* petition number 100795/2021 to quash the FIR in respect of STL. The same is pending admission and last listed on July 15, 2021.

Vegesna Ananta Koti Raju

3. Except as disclosed under “ – I. Litigation involving our Company – Litigation against our Company – Criminal litigation” on page 464 there are no criminal litigation involving Vegesna Ananta Koti Raju.

Vegesna Bala Saraswathi

4. Except as disclosed under “ – I. *Litigation involving our Company – Litigation against our Company – Criminal litigation*” on page 464 there are no criminal litigation involving Vegesna Bala Saraswathi.

Material tax matters involving our Promoters

1. The scrutiny assessment of Sify Technologies Limited for Assessment Year 2022–23 was completed by the National Faceless Assessment Centre (“**NFAC**”) vide order dated March 19, 2024, under Section 143(3) of the Income-tax Act, 1961. Pursuant to the said order, a demand of ₹757.90 million was raised on account of an addition of ₹ 2,672.82 million to the returned income of STL for Fiscal 2022. Subsequently, STL has filed an appeal dated August 26, 2023 before the Commissioner of Income Tax (Appeals) (“**CIT**”) on grounds of difference in revenue offer to tax, among others. The matter is currently pending adjudication before the CIT.
2. The scrutiny assessment of Sify Technologies Limited (“**STL**”) for Assessment Year 2018–19 was completed by the Assessing Officer *vide* order dated April 26, 2021, under Section 143(3) of the Income-tax Act, 1961. (“**Order 1**”) Pursuant to Order 1, a demand of ₹595.34 million was raised on account of an addition of ₹1,395.82 million to the returned income of STL for Fiscal 2018. Thereafter, STL filed an appeal dated September 20, 2021 (“**Appeal**”) before the Commissioner of Income Tax (Appeals) (“**CIT**”), pursuant to which CIT *vide* its order dated February 20, 2023, (“**Order 2**”) allowed the Appeal in favour of STL by deleting the additions alleged *vide* Order 1. However, the order giving effect to the Order 2 is yet to be passed by the Assessing Officer. Subsequently, reassessment proceedings under Section 147 of the Income-tax Act, 1961 were initiated by Assistant Commissioner of Income Tax, Circle 1 LTU Chennai and proceedings have been completed *vide* order dated March 29, 2023 (“**Order 3**”), resulting in an additional addition of ₹4.27 million and the original demand has been revised to ₹299.54 million after adjustment of taxes of other years. Subsequently, STL filed an appeal dated April 28, 2023 before CIT against Order 3. The matter is currently pending adjudication.
3. Sify Technologies Limited (“**STL**”) received show cause notice dated July 25, 2022 (“**SCN**”), from Joint Commissioner, GST. Subsequently, STL filed its reply to the SCN *vide* letter dated October 7, 2022 and personal hearing was carried out during March & April 2025. Thereafter, order dated April 21, 2025 (“**Order**”) was issued by the Commissioner (Appeals - II) was stating that credit availed through TRAN-1 during transition of GST is not eligible to the tune of ₹ 108.09 million. STL has paid deposit of ₹10.81 million *vide* DRC-03 form on July 21, 2025, to comply with the requirements for preferring an appeal before the Goods and Services Tax Appellate Tribunal (“**GSTAT**”) and is in processing of filing an appeal against the Order before GSTAT. The matter is currently pending for filing an appeal before GSTAT.
4. Sify Technologies Limited (“**STL**”) received show cause notices dated October 12, 2006, April 16, 2007, August 8, 2007, April 24, 2008 and March 24, 2009 (“**SCNs**”) from the Commissioner of Central Excise & Service Tax (“**Commissioner**”). Thereafter, STL filed its response in relation to the SCNs *vide* letters dated May 9, 2007, May 9, 2007, October 12, 2007, August 18, 2008 and June 22, 2009. Subsequently, Commissioner Customs Excise and Service Tax Appellate Tribunal issued an order dated August 30, 2018, 2018 (“**Order**”) stating that STL has applied an incorrect method of calculation for reversal of central value added tax credit against exempted supply amounting to approximately ₹231.49 million. STL has filed a civil miscellaneous appeal dated February 28, 2019 before the High Court at Madras challenging the Order. The matter is currently pending adjudication.
5. Sify Technologies Limited (“**STL**”) received show cause notice dated January 6, 2011 (“**SCN**”) from the Commissioner of Central Excise & Service Tax (Department) (“**Commissioner**”). Thereafter, STL filed its response in relation to the SCN *vide* letter dated September 13, 2011. Subsequently, an order dated November 1, 2018 (“**Order**”) was received from the Commissioner stating that STL has applied incorrect method of calculation for reversal of central value added tax credit against exempted supply amounting to approximately ₹139.01 million. STL has filed a civil miscellaneous appeal dated June 3, 2019. The matter is currently pending adjudication.
6. Sify Technologies Limited (“**STL**”) received show cause notice dated October 14, 2010 (“**SCN**”) from the Commissioner, LUT, Chennai (“**Department**”). Thereafter, STL filed its response in relation to the SCN *vide* letters dated March 3, 2025. Subsequently, an order dated April 17, 2025 (“**Order**”) was received from the Department stating that the credit availed by STL is excess and there are certain documentary differences amounting to approximately ₹ 71.76 million. STL has filed a writ petition dated July 14, 2025 before the High Court at Madras (“**High Court**”) on the grounds that the demand is time barred. The High Court *vide* its order dated July 18, 2025 granted an interim stay in relation to the Order and directed the Department to file its reply and the matter is pending.

Litigations by our Promoters

Material civil litigation

1. Sify Technologies Limited (“**STL**”) was empanelled by Oil and Natural Gas Corporation Limited (“**ONGC**”) for conducting recruitment test for various positions in ONGC and STL was awarded work orders to that effect. While the services were provided by STL in accordance with the agreement entered with ONGC, ONGC had terminated the contract and amount of ₹ 8.82 million was pending due to STL along with other claims. Thereafter, STL initiated the arbitration proceedings against ONGC (“**Respondent**”) seeking damages for *inter alia*, amount due against invoices raised and illegally withheld by the Respondent, amount due towards works executed but against which invoices could not be raised due to illegal termination by Respondent, refund of the performance bank guarantee and financial loss suffered by STL due to illegal blacklisting order issued by the Respondent (“**Arbitration Proceedings**”). The Arbitration Proceedings have been concluded and an award was passed on February 22, 2025 in favour of STL and the termination by Respondent has been set aside and the claim was allowed partially in favour of STL. Subsequently, ONGC have filed an appeal under Section 34 of the Arbitration and Conciliation Act, 1996 challenging the award passed in the Arbitration Proceeding. The matter is currently pending.
2. Sify Technologies Limited (“**STL**”) filed a special civil suit dated December 18, 2018, (“**Civil Suit**”) before the Civil Judge (Senior Division), Thane (“**Civil Court**”) against IBM India Private Limited (“**Defendant**”) for recovery of dues and damages aggregating to ₹ 4,525.30 million towards the services provided by STL to the Defendant pursuant to the non-technical service agreement entered between STL and the Defendant. Thereafter, the Defendant has filed written statement dated February 23, 2022, challenging the jurisdiction of the Civil Court and contesting the claims furnished by STL *vide* the Civil Petition. The matter is currently pending.

Criminal Litigation

1. Sify Technologies Limited (“**STL**”) lodged a complaint against Abhijeet Malve (“**Defendant**”) for dishonour of the cheque issued by him for payment of deposit amount in respect of certain services availed by the Defendant and the same was registered before the 16th Joint Additional Judicial Magistrate, Pune. The matter is currently pending

Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus

There has been no disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus.

III. Litigation involving our Key Managerial Personnel

Litigations against our Key Managerial Personnel

Actions taken by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions taken by regulatory or statutory authorities against our Key Managerial Personnel.

Criminal litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against our Key Managerial Personnel.

Litigations by our Key Managerial Personnel

Criminal Litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Key Managerial Personnel.

IV. Litigation involving members of our Senior Management

Litigations against members of our Senior Management

Actions taken by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions taken by regulatory or statutory authorities against members of our Senior Management.

Criminal litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against members of our Senior Management.

Litigations by members of our Senior Management

Criminal Litigation

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by members of our Senior Management.

V. Tax claims

Except as disclosed below, there are no claims related to direct and indirect tax matters involving our Company, its Directors, and its Promoters:

Nature of case	Number of cases*	Amount involved (₹ in million)^{*^}
Proceedings involving the Company		
Direct Tax**	2	105.75
Indirect Tax	Nil	Nil
Proceedings involving the Promoters		
Direct Tax**	34 [#]	1,179.75 ^{***}
Indirect Tax**	39	1,986.73 ^{***Ω}
Proceedings involving the Directors[#]		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

Note: As on the date of this Draft Red Herring Prospectus, we do not have any subsidiaries.

* As certified by Manohar Chowdry and Associates, Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated October 16, 2025.

[^] To the extent quantifiable

[#] Other than matters involving our Promoters.

^{**} Amounts derived after considering the tax litigations post March 31, 2025 till the date of this Draft Red Herring Prospectus.

^{***} In relation to certain tax proceedings the amount has been derived after adjusting for payments amounting to ₹158.77 million towards direct taxes and ₹105.48 million towards indirect taxes, made under protest.

[#] The Income Tax Department has filed 20 appeals in the Madras High Court against STL's favourable order from the Income Tax Appellate Tribunal. No notice has been served on STL and no details of the grounds or quantum are available, accordingly, the amounts cannot be quantified. These cases were identified via independent third-party checks by the Company.

^Ω Includes one show cause notice received by STL from the Joint Commissioner, GST for an amount of ₹1,175.83 million.

VI. Litigation involving our Group Companies

As on the date of this Draft Red Herring Prospectus, our Group Companies are not party to any outstanding litigation which has a material impact on our Company.

VII. Outstanding dues to Creditors

As per the policy of materiality for identification of material outstanding dues to creditors considered and adopted by our Board pursuant to the Board resolution dated October 14, 2025, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer documents if the amounts due to such creditor exceed 5% of our total trade payables as of June 30, 2025, i.e., creditors of the Company to whom the Company owes an amount exceeding ₹ 71.32 million have been considered material.

As of June 30, 2025 our Company has 1 material creditors with dues amounting to ₹ 88.78 million.

Details of outstanding dues owed as of June 30, 2025 by our Company are set out below:

Type of creditors*	Number of creditors*	Amount due (in ₹ million)[*]
Material Creditors	1	88.78
Micro, Small and Medium Enterprises [^]	46	98.23
Other creditors	97	254.45
Total	144	441.46

[^] As defined under the Micro, Small and Medium Enterprises Development Act, 2006.

* As certified by Manohar Chowdry & Associates, Statutory Auditor, Chartered Accountants pursuant to their certificate dated October 16, 2025.

Notes:

- The above table does not include provision for expenses amounting to ₹ 984.90 million, for which either the invoices have not been received from the vendor or the obligation for payment has not been crystallized yet.

2. *The above table does not include payables related to the Supplier Finance Arrangement for MSME payables and vendor bill discounting, amounting to ₹ 767.40 million. These have been classified under Other Financial Liabilities in the audited financial statements as at and for the three months period ended June 30, 2025 in accordance with the amendments to Ind AS 107 – Supplier Finance Arrangements, as per the notification dated August 13, 2025, from the Ministry of Corporate Affairs, effective from April 1, 2025.*
3. *The above-mentioned table considers only operational creditors/trade payables and does not include capital creditors, financial lenders etc.*

The details pertaining to outstanding over dues towards our material creditors are available on the website of our Company at www.sifyinfinitspaces.com/ipo.

VIII. Material developments

Except as disclosed below, there has not arisen, since the date of the last financial statement disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months:

- (i) Pursuant to the shareholders' meeting held on July 30, 2025, the shareholders of the Company approved the payment of a final dividend of ₹ 14.96 million on Preference Shares for the period from October 1, 2024, to March 31, 2025, payable to STL.
- (ii) Pursuant to the board meeting held on April 18, 2025, a preferential allotment of 2,500,000 STL CCDs, carrying a coupon rate of 6%, aggregating to ₹ 250.00 million was made to STL.
- (iii) Pursuant to the board meeting held on August 18, 2025, the appointment of Thomas Michael Bradicich as an Independent Director for a period of five years commencing from August 18, 2025 was approved.
- (iv) Pursuant to the board meeting held on August 18, 2025, the appointment of Mark Evan Adams as a Non-Executive, Non-Independent Director for a period of five years commencing from August 18, 2025 was approved.
- (v) Pursuant to the board meeting dated September 25, 2025, amendments to the employee stock option plan of our Company were approved.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the following material approvals, consents, licenses, permissions, and registrations from various governmental, statutory and/or regulatory authorities required to be obtained by our Company, for undertaking our business activities and operations (“Material Approvals”). In view of the approvals listed below, our Company can undertake the Offer and its business activities, as applicable. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus. In addition, certain Material Approvals may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and we have either already made applications to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications, in accordance with applicable law and requirements and procedure. For further details in connection with the applicable regulatory and legal framework, see “Key Regulations and Policies in India” and “Risk Factors” on pages 308 and 35.

I. Incorporation details of our Company

For details of incorporation of our Company, see “History and Certain Corporate Matters” beginning on page 314.

II. Approvals in relation to the Offer

For details of corporate and other approvals obtained by our Company in relation to the Offer, see “Other Regulatory and Statutory Disclosures - Authority for the Offer” beginning on page 478.

III. Material Approvals obtained in relation to our business and operations

Our Company requires various approvals, licenses and registrations issued by central and state authorities under various central or state-level acts, rules, and regulations to carry on our business activities and operations in India. We have obtained the following material approvals pertaining to our business and operations:

A. Tax and trade related approvals

1. Permanent account number AAZCS5147A of our Company issued by the Income Tax Department, Government of India.
2. Tax deduction account number CHES50644G of our Company issued by the Income Tax Department, Government of India.
3. Goods and services tax registration certificate issued under various central and state goods and service tax legislations.
4. Professional tax registration certificates issued by the appropriate regulatory and governing authorities of the states in which the Company has data centers.
5. Industrial Entrepreneurs Memorandum issued by the Ministry of Commerce and Industry, Department for Promotion of Industry and Internal Trade.
6. The importer exporter code AAZCS5147A of our Company issued by the Directorate General of Foreign Trade.
7. The Legal Entity Identifier code 335800D11YTRG6YN3W79 of our Company issued by the Legal Entity Identifier India Limited is.

B. Labour and employee related approvals

Our Company has obtained registrations in the normal course of business for its premises in India, including licenses for location of business issued by relevant municipal authorities under applicable laws and registration under the:

1. Employees Provident Fund and Miscellaneous Provisions Act, 1952.
2. Employee State Insurance Act, 1948.
3. Payment of Gratuity Act, 1972.
4. Shops and establishments legislations of the relevant state government for our data centers.
5. Registration under the respective state labour welfare funds, where applicable.

C. Material approvals obtained in relation to our operational data centers

Our operations are carried out through our 14 operational data centers located across six states in India.

The material approvals obtained in respect of our data centers that are operational in India, include:

1. Building completion certificates and building plan approval issued by the local development authority, as applicable.
2. Environment clearance issued by the State Environment Impact Assessment Authority, Ministry of Environment, Forest and Climate Change, in case applicable to the relevant data center.
3. Consent to Establish and Consent to Operate under the Water (Prevention & Control of Pollution) Act, 1974 and the Air (Prevention & Control of Pollution) Act, 1981, issued by the Pollution Control Board of the relevant state in which the data center is located.
4. License to import and store petroleum issued by the Petroleum & Explosives Safety Organisation.
5. Occupancy certificates issued by the relevant local development/municipal authorities, as applicable.
6. Fire safety certificates issued by the fire department of the local municipal corporations, wherever applicable.
7. No-objection certificate for height clearance of buildings and structures in-and-around airports issued by the Airports Authority of India under the Ministry of Civil Aviation (Height Restrictions) for Safeguarding of Aircraft Operations) Rules, 2015, wherever applicable.
8. IT registration certificates issued by the relevant state authorities.
9. Approvals for electrical installations from the respective state directorate of electricity.

In addition to the approvals required for our operational data centers, we or our sub-lessors (as applicable under the relevant lease agreements) are also required to obtain pre-and post-construction approvals, as applicable, at the appropriate stages for our data centers that are currently under construction.

D. Material approvals pending

Material approvals and/or renewal of material approvals applied for but not received

The following material approvals and/or renewal of material approvals have been applied for our Company but not received as on the date of the DRHP:

S. No.	Description	Authority	Date of application
Data center at Kolkata			
1.	Fire Safety Certificate	West Bengal Fire and Emergency Services	June 15, 2025
Tower 6 and 7 of Rabale*			
2.	Grant of permission for amalgamation/ waiver of marginal distance for plots R-847/3/2 and R-847/3/3	Maharashtra Industrial development Corporation	August 17, 2025
3.	Expansion of environmental clearance to plots R-847/2, R-979, R-847/3, R-847/3/1, R-848 and W-377	Ministry of Environment, Forest and Climate Change	November 7, 2024
Data center at Mohali*			
4.	Building permit	Punjab Energy Development Authority	August 21, 2025

*Under development data center.

Further, Gargantuan Industrial Space Solutions Private Limited (our Sub-lessor of Tower 11 and 12, Rabale Data Center) has obtained environmental clearance dated August 25, 2023 for a total built-up area of 40,640 sqms (“EC”) and has further submitted an application dated September 18, 2024 before the State Level Environmental Impact Assessment Authority, Maharashtra for expansion of the EC for a total built-up area of 48,643.72 sqm. At present, the construction being undertaken at the data center is within the built up area approved under the EC. For further details, see “*Objects of the Offer - 2.Part funding of capital expenditure requirements for setting up of towers 11 and 12 of Rabale Data Center – Statutory Approval*” on page 130.

Material approvals that have expired for which renewal applications have not been made

There are no material approvals of our Company that are expired and for which renewal application has not been made yet, as on the date of this Draft Red Herring Prospectus.

Material approvals required but not applied for

As on the date of this Draft Red Herring Prospectus, there are no material approvals of our Company that are required but for which application has not been made yet.

E. Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company uses certain registered trademarks pursuant to the permitted user agreements executed with STL, each dated April 12, 2021. The details of such trademarks are set out in the following table.

S. No.	Particulars	Registered proprietor	Registration number	Class	Date of registration	Date of expiry
1.	'Sify'	STL	1055294	9	October 30, 2001	October 30, 2031
			1055295	16	October 30, 2001	October 30, 2031
			1715709	99	July 30, 2008	July 30, 2028
2.	'Sify DC Container'	STL	3346298	42	August 26, 2016	August 26, 2026
3.	'Keeping you ahead'	STL	1614613	99	October 24, 2007	October 24, 2027
4.	'Fortknox'	STL	1152041	9	November 20, 2002	November 20, 2032
			1152040	16	November 20, 2002	November 20, 2032

For further details, see “*History and Certain Corporate Matters - Business Transfer Agreement dated January 28, 2021 executed between our Company and STL*” on page 321, and for risks associated with the intellectual property, “*Risk Factors—9. We are dependent on our Promoters, in particular STL. Any adverse change in our relationships with our Promoters, our business performance and operations could be materially adversely impacted.*” on page 40.

SECTION VII: OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has considered:

- (i) the companies (other than our Subsidiaries) with which there were related party transactions during the period for which the Restated Consolidated Financial Information has been disclosed in this Draft Red Herring Prospectus; and
- (ii) any other company as considered material by the Board (“**Materiality Policy**”).

In relation to point (ii) above (in addition to the companies identified as “group company” under point (i) above), our Board, through its resolution dated October 14, 2025, has also considered such companies as material for classification as “group companies”, which are not our Subsidiaries and are members of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and have entered into one or more transactions during the most recent financial year and stub period, if any, which individually or cumulatively in value exceeds 10% of the revenue from operations of the Company for such year and period, as included in this Draft Red Herring Prospectus.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Board by way of its resolution dated October 14, 2025 has identified the following Group Companies*:

1. Sify Digital Services Limited;
2. Sify Data and Managed Services Limited;
3. SKVR Software Solution Private Limited; and
4. Sify Technologies (Singapore) Pte. Limited.

** Although our Company has entered into certain related party transactions with Patel Auto during Fiscal 2023, Patel Auto has not been identified as a “group company” on account of the Patel Auto Scheme, pursuant to which Patel Auto no longer exists as the entire undertaking and business of Patel Auto was transferred and vested in our Company, on a going concern basis. For further information, see “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since incorporation - Scheme of Amalgamation between Patel Auto and our Company and their respective shareholders and creditors” on page 320.*

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the previous three Financial Years, extracted from their respective audited financial statements (as applicable), are required to be hosted on the websites of the respective Group Companies. As our Group Companies do not have a website of their own, the relevant financial information will be hosted on the website of our Company.

Our Company is providing links to the aforementioned websites solely to comply with the requirement specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on such websites does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider before making any investment decision. In accordance with the SEBI ICDR Regulations, details of our Group Companies have been set out below.

Details of our Group Companies

1. Sify Digital Services Limited

Registered Office

The registered office of Sify Digital Services Limited is situated at 2nd Floor, TIDEL Park, No 4, Rajiv Gandhi Salai, Taramani, Chennai, 600 113, Tamil Nadu, India.

Financial Information

In accordance with the SEBI ICDR Regulations, the financial information based on the audited financial statements of Sify Digital Services Limited for last three fiscals with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value extracted from their respective audited standalone financial statements (as applicable), are available at the website of our Company at www.sifyinfinitespaces.com/ipo.

2. Sify Data and Managed Services Limited

Registered Office

The registered office of Sify Data and Managed Services Limited is situated at 2nd Floor, TIDEL Park, No 4, Rajiv Gandhi Salai, Taramani, Chennai, 600 113, India.

Financial Information

In accordance with the SEBI ICDR Regulations, the financial information based on the audited financial statements of Sify Data and Managed Services Limited for last three fiscals with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value extracted from their respective audited standalone financial statements (as applicable), are available at the website of our Company at www.sifyinfinitespaces.com/ipo.

3. SKVR Software Solution Private Limited

Registered Office

The registered office of SKVR Software Solution Private Limited is situated at No. 258, Okhla Industrial Estate, Phase-III, Okhla Industrial Estate, New Delhi, India, 110020.

Financial Information

In accordance with the SEBI ICDR Regulations, the financial information based on the audited financial statements of SKVR Software Solution Private Limited for last three fiscals with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value extracted from their respective audited standalone financial statements (as applicable), are available at the website of our Company at www.sifyinfinitespaces.com/ipo.

4. Sify Technologies (Singapore) Pte. Limited

Registered Office

The registered office of Sify Technologies (Singapore) Pte. Limited is situated at 36 Robinson Road, #20-01 City House, Singapore 068877.

Financial Information

In accordance with the SEBI ICDR Regulations, the financial information based on the audited financial statements of Sify Technologies (Singapore) Pte. Limited for last three fiscals with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value extracted from their respective audited standalone financial statements (as applicable), are available at the website of our Company at www.sifyinfinitespaces.com/ipo.

Nature and extent of interest of our Group Companies:

a. In the promotion of our Company

Our Group Companies have no interest in the promotion of our Company.

b. In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

c. In transactions for acquisition of land, construction of building and supply of machinery, etc

Our Group Companies are not interested in any transaction for the acquisition of land, construction of building or supply of machinery, etc.

Related business transactions with the Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in “*Restated Consolidated Financial Information – Note 34: - Related Party Transaction*” on page 407, there are no other related business transactions with our Group Companies which have a significance on the financial performance of our Company.

Common pursuits between our Group Companies and our Company

As on the date of the Draft Red Herring Prospectus, there are no common pursuits between our Group Companies and our Company.

Business interest of our Group Companies in our Company

Except for the transactions disclosed in “*Restated Consolidated Financial Information – Note 34: - Related Party Transaction*” on page 407, our Group Companies have no business interest in our Company.

Litigation

As on the date of this Draft Red Herring Prospectus, our Group Companies are not a party to any outstanding litigation which has or may have a material impact on our Company.

Other confirmations

The equity shares of our Group Companies are not listed on any stock exchange.

Our Group Companies have not made any public/rights/composite issue (as defined under the SEBI ICDR Regulations) of securities in the last three years preceding the date of this Draft Red Herring Prospectus.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Group Companies and its directors.

There is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Group Companies and its directors.

SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution dated September 25, 2025 passed by our Board and the Fresh Issue has been authorised by the Shareholders pursuant to a special resolution dated September 26, 2025

Further, our Board has taken on record the consents of each of the Selling Shareholders to, severally and not jointly, participate in the Offer for Sale pursuant to its resolution dated October 14, 2025.

This Draft Red Herring Prospectus has been approved for filing with SEBI and the Stock Exchanges by our Board pursuant to its resolution dated October 14, 2025 and by the IPO Committee pursuant to their resolution dated October 16, 2025.

Each of the Selling Shareholders has, severally and not jointly, confirmed its participation in the Offer for Sale in relation to its respective portion of Offered Shares. For details, see “*The Offer*” beginning on page 79.

Each of the Selling Shareholders, severally and not jointly, confirms that its respective portion of the Offered Shares is eligible to be offered for sale in the Offer in accordance with Regulation 8 of the SEBI ICDR Regulations, to the extent applicable to it, as on the date of this Draft Red Herring Prospectus, as set out below:

Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of authorization letter	Date of consent letter
KDCF	Up to ₹6,430.00 million	Up to [●] equity shares of face value of ₹ 10 each	September 29, 2025	October 14, 2025
KSSF	Up to ₹5,570.00 million	Up to [●] equity shares of face value of ₹ 10 each	September 29, 2025	October 14, 2025

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, members of our Promoter Group, Directors and person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Each of the Selling Shareholders, severally and not jointly, and persons in control of our Corporate Promoters are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority/court or tribunal insider and outside India.

None of the companies with which our Promoters and Directors are associated with as promoters or directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

All the Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Directors associated with the securities market

Except for Padmaja Chunduru, our Independent Director, who is a director on the board of The Clearing Corporation of India Limited which is a SEBI registered entity, none of our Directors are associated with the securities market in any manner as on the date of this Draft Red Herring Prospectus.

Confirmation in relation to RBI Circular dated July 1, 2016

Neither our Company, nor any of our Promoters or Directors have been declared as fraudulent borrowers by the lending banks or financial institution or consortium, in terms of the Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs dated July 1, 2016, as amended, issued by the Reserve Bank of India.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, Promoters, members of the Promoter Group and each of the Selling Shareholders, severally and not jointly, confirm that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, in respect of Equity Shares of the Company, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, of which not more than fifty percent are held in monetary assets;
- Our Company has an average operating profit of at least ₹150.00 million, calculated on a restated and consolidated basis, during the preceding three full financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10.00 million, calculated on a restated and consolidated basis, in each of the preceding three full financial years ended March 31, 2025, March 31, 2024, and March 31, 2023; and
- Our Company has not changed its name in the year immediately preceding the date of this Draft Red Herring Prospectus.

The computation of net tangible assets, operating profit, net worth, monetary assets, as restated and derived from the Restated Consolidated Financial Information, for the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, is set forth below:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Net tangible assets (A) (₹ in million) ⁽¹⁾	16,491.18	14,705.80	8,664.95
Operating profit (B) (₹ in million) ⁽²⁾	3,071.68	2,066.88	2,043.06
Net Worth (C) (₹ in million) ⁽³⁾	9,957.06	8,712.49	7,361.93
Total Monetary assets (D) (₹ in million) ⁽⁴⁾	3,324.70	2,919.14	2,891.20
Monetary assets as a % to net tangible assets (E)=(D)/(A) (in %)	20.16%	19.85%	33.37%

Notes:

1. Net tangible assets have been defined in Regulation 2(1)gg of the SEBI ICDR Regulations as the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38.
2. Operating Profit = Net profit after Tax + Finance Cost + Tax Expense – Other Income.
3. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation, amalgamation and capital reserve.
4. Monetary assets mean cash and cash equivalents, bank balance other than cash and cash equivalents and non-current bank balances

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- (i) Our Company, Promoters, members of the Promoter Group, each of the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;
- (ii) The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;
- (iii) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower;
- (iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;
- (v) Except the conversion of CCPS and CCDs into Equity Shares prior to filing of the Red Herring Prospectus with the RoC, there are no outstanding convertible securities of our Company or any other rights to convert debentures, loans or other instruments into, or which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;
- (vi) Our Company along with Registrar to the Offer has entered into tripartite agreements, each dated August 11, 2025, with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;
- (vii) The Equity Shares of our Company held by our Promoters members of the Promoter Group, Directors, Key Managerial Personnel, members of Senior Management, employees, QIBs, and entities regulated by the financial sector regulators (as defined under the SEBI ICDR Regulations), to the extent applicable are in dematerialized form;

- (viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;
- (ix) We have made firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, as applicable;
- (x) Our Company shall not make an Allotment if the number of prospective Allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations and other applicable law, failing which the entire application monies shall be refunded in accordance with the SEBI ICDR Regulations and timelines specified under other applicable laws. None of the Selling Shareholders shall be liable to reimburse our Company for any interest paid by it on behalf of the Selling Shareholders on account of any delay with respect to Allotment of the respective portion of the Offered Shares offered by such Selling Shareholder in the Offer for Sale, or otherwise, unless such delay is solely accountable to such Selling Shareholder. Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulations 5 and 7(1), to the extent applicable, of the SEBI ICDR Regulations and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (“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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING JM FINANCIAL LIMITED, CLSA INDIA PRIVATE LIMITED, J.P. MORGAN INDIA PRIVATE LIMITED, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, AND MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED (“BRLMS”) HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED OCTOBER 16, 2025, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, the Directors, the Selling Shareholders and the Book Running Lead Managers

Our Company, our Directors, each of the Selling Shareholders, severally and not jointly, and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring 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, including our Company’s website at www.sifyinfinitespaces.com, or the respective websites (as applicable) of our Promoter, Promoter Group, any affiliate of our Company or the BRLMs would be doing so at their own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the

Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, each of the Selling Shareholders, severally and not jointly, and their respective directors, officers, agents, affiliates, trustees and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters, each of the Selling Shareholders, severally and not jointly, and each of their respective directors, officers, agents, affiliates, trustees and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, each of the Selling Shareholders and our Group Companies, and their respective directors and officers, partners, trustees, affiliates, 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 our Company, each of the Selling Shareholders and our Group Companies and their respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, public financial institutions under Section 2(72) of the Companies Act, insurance companies registered with IRDAI, provident funds with minimum corpus of ₹250 million (subject to applicable law) and pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs registered with the RBI and registered multilateral and bilateral development financial institutions) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. 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 Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be issued, directly or indirectly, and the Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined

in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”) in private transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws of any state or other jurisdiction of the United States. The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

Eligible Investors

The Equity Shares are being offered:

- (i) in the United States to investors that are U.S. QIBs in private transactions exempt from or not subject to the registration requirements of the U.S. Securities Act; and
- (ii) outside the United States in “offshore transactions” as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case who are deemed to have made the representations set forth immediately below.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of the Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, each of the Selling Shareholders and the Book Running Lead Managers that it has received a copy of the Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;
3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;
4. the purchaser is not an affiliate of our Company or the Selling Shareholders or a person acting on behalf of an affiliate of the Company or the Selling Shareholders;
5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred, only (i) to a person reasonably believed to be a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. is not subscribing to, or purchasing, the Equity Shares with a view to, or for the offer or sale in connection with, any distribution thereof (within the meaning of the U.S. Securities Act) that would be in violation of the securities laws of the United States or any state thereof;
7. the Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;
8. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
9. the purchaser agrees that neither the purchaser, nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), will make any “directed selling efforts” (as that term is defined in Regulation S under the U.S. Securities Act) in the United States with respect to the Equity Shares or any form of “general solicitation” or “general advertising” (as defined in Regulation D under the U.S. Securities Act) in the United States in connection with any offer or sale of the Equity Shares;
10. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

“THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND ACCORDINGLY, THE EQUITY SHARES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED (1) WITHIN THE UNITED STATES, SOLELY TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT OR ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, OR (2) OUTSIDE THE UNITED STATES IN AN “OFFSHORE TRANSACTION” AS DEFINED IN AND IN COMPLIANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, AND IN EACH CASE IN ACCORDANCE WITH THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR.

THE EQUITY SHARES ARE NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN. EACH TRANSFEROR OF THE EQUITY SHARES AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE COMPANY’S OFFER DOCUMENTS TO THE TRANSFEREE AND TO ANY EXECUTING BROKER.”

11. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions;
12. the purchaser is knowledgeable, sophisticated and experienced in business and financial matters, fully understands the limitations on ownership and transfer and the restrictions on sales of the Equity Shares and is aware that there are substantial risks incidental to the purchase of the Equity Shares and is able to bear the economic risk of such purchase;
13. the purchaser acknowledges that our Company, each of the Selling Shareholders, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, each of the Selling Shareholders and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account; and
14. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares, was located outside the United States at the time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated, and continues to be located outside the United States and has not purchased such

Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States.

All other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of the Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, each of the Selling Shareholders and the Book Running Lead Managers that it has received a copy of the Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, may not be offered, resold, pledged or transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;
3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;
4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;
5. the purchaser is not an affiliate of our Company or the Selling Shareholders or a person acting on behalf of an affiliate of the Company or the Selling Shareholders;
6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) to a person reasonably believed to be a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;
7. the purchaser agrees that neither the purchaser nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;
8. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and
9. the purchaser acknowledges that our Company, each of the Selling Shareholders, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, each of the Selling Shareholders and the Book Running Lead Managers, and if it is acquiring
10. any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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 in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus will be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus will be submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares offered through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% p.a. for the delayed period or such other rate prescribed by SEBI. Any expense incurred by our Company on behalf of any of the Selling Shareholders with regard to interest on such refunds as required under the Companies Act, 2013 and any other applicable law will be reimbursed by the Selling Shareholders as agreed among our Company and the Selling Shareholders in writing, in proportion to the Offered Shares and as per the Applicable Law, provided that none of the Selling Shareholders shall be responsible or liable for payment of such interest, unless such delay is solely and directly attributable to an act or omission by such Selling Shareholder and such liability shall be limited to the extent of its / his portion of the Offered Shares.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, KMPs, members of our Senior Management, legal counsel to our Company as to Indian law, Bankers to our Company, the BRLMs, the Registrar to the Offer, Lattice Technologies Private Limited and Cushman & Wakefield India, practising company secretary, the independent chartered engineer and Statutory Auditors, have been obtained and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Monitoring Agency, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account Bank(s)/ Sponsor Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act.

Experts to the Offer

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

Our Company has received written consent dated October 16, 2025 from M/s Manohar Chowdhry & Associates, Statutory Auditors, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated September 25, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated October 16, 2025 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated October 16, 2025, from Vignesh Madhavan, independent chartered engineer, to include his name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as a chartered engineer (i) to the extent of information from the Project Reports included in this Draft Red Herring Prospectus and (ii) in relation to his certificate dated October 16, 2025 certifying the details of certain operational and capacity utilization data pertaining to our Company, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Particulars regarding public or rights issues during the last five years

Our Company has not made any rights issue of securities during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Further, our Company has not made any public issue of securities during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and its subsidiaries, group companies, associate entities during the last three years

Other than as disclosed in “*Capital Structure*” beginning on page 93, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries, listed group companies or listed associate.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of Equity Shares, 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 the Equity Shares in the last five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company

Our Company has not undertaken any rights issue or public issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of the listed subsidiaries and promoter

Our Company does not have any subsidiary as on the date of this Draft Red Herring Prospectus. Further, as of the date of this Draft Red Herring Prospectus, equity shares of any of our Corporate Promoters are not listed on any stock exchanges.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by SEBI or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

There have been no inspections of our Company by SEBI or any other regulatory authority governing the operations of the Company.

Other confirmations

There has been no instance of issuance of equity shares in the past by the Company or entities forming part of the Promoter Group to more than 49 or 200 investors in violation of:

- a) Relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
- b) The SEBI ICDR Regulations; or
- c) The SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.

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

There is no conflict of interest between the lessors of our immovable properties of our Company (which are crucial for operations of our Company) and the Company.

There is no conflict of interest between suppliers of raw materials or any third-party service providers of our Company (which are crucial for operations of our Company), and the Company.

Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)

(1) JM Financial Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by JM Financial Limited:

S. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 th calendar days from listing
1.	Rubicon Research Limited ^{*10}	13,775.00	485.00	October 16, 2025	620.00	Not Applicable	Not Applicable	Not Applicable
2.	Canara Robeco Asset Management Limited [*]	13,261.26	266.00	October 16, 2025	280.25	Not Applicable	Not Applicable	Not Applicable
3.	Wework India Management Limited ^{*8}	29,996.43	648.00	October 10, 2025	650.00	Not Applicable	Not Applicable	Not Applicable
4.	Urban Company Limited ^{*12}	19,000.00	103.00	September 17, 2025	162.25	53.83% [1.01%]	Not Applicable	Not Applicable
5.	Vikram Solar Limited [*]	20,793.69	332.00	August 26, 2025	338.00	-1.48% [1.40%]	Not Applicable	Not Applicable
6.	JSW Cement Limited [*]	36,000.00	147.00	August 14, 2025	153.50	1.17% [1.96%]	Not Applicable	Not Applicable
7.	Brigade Hotel Ventures Limited ^{*11}	7,596.00	90.00	July 31, 2025	81.10	-3.22% [-1.38%]	Not Applicable	Not Applicable
8.	GNG Electronics Limited [*]	4,604.35	237.00	July 30, 2025	355.00	42.55% [-1.42%]	Not Applicable	Not Applicable
9.	Indiqube Spaces Limited ^{*7}	7,000.00	237.00	July 30, 2025	216.00	-9.64% [-1.42%]	Not Applicable	Not Applicable
10.	Anthem Biosciences Limited ^{#9}	33,950.00	570.00	July 21, 2025	723.10	43.54% [-0.68%]	Not Applicable	Not Applicable

Source: www.nseindia.com and www.bseindia.com

BSE as Designated Stock Exchange / * NSE as Designated Stock Exchange

Notes:

- Opening price information as disclosed on the website of the Designated Stock Exchange.
- Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
- For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
- 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days.
- Restricted to last 10 issues.
- A discount of Rs. 22 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 60 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 50 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 46 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 3 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 9 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount on as on 30 th calendar days from listing date			Nos. of IPOs trading at premium on as on 30 th calendar days from listing date			Nos. of IPOs trading at discount as on 180 th calendar days from listing date			Nos. of IPOs trading at premium as on 180 th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-2026	18	425,418.63	1	1	6	-	3	4	-	-	-	-	-	-
2024-2025	13	255,434.10	-	-	5	5	2	1	1	3	1	4	1	2
2023-2024	24	288,746.72	-	-	7	4	5	8	-	-	5	7	5	7

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus.
2. The information for each of the financial years is based on issues listed during such financial year.

(2) **CLSA India Private Limited**

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by CLSA India Private Limited:

S. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1	Oswal Pumps Limited	13,873.40	614.00	June 20, 2025	634.00	+17.96%, [-0.57%]	+29.28%, [+0.87%]	NA
2	Unicommerce eSolutions Limited	2,765.72	108.00	August 13, 2024	235.00	+109.98, [+3.23%]	+89.71%, [+0.04%]	+39.56%, [-2.40%]
3	Juniper Hotels Limited	18,000.00	360.00	February 28, 2024	365.00	+43.76%, [+1.71%]	+21.22%, [+4.47%]	+9.83%, [+13.08%]

* Data not available

^ BSE as designated stock exchange

^^ NSE as designated stock exchange

Notes:

1. Designated Stock Exchange as disclosed by the respective issuer at the time of the issue considered for benchmark index and for disclosing the price information. CNX NIFTY is considered as the Benchmark Index where Designated Stock Exchange was NSE. BSE Sensex is considered as the Benchmark Index where Designated Stock Exchange was BSE. Price on the Designated Stock Exchange is considered for all of the above calculations.
2. Equity public issues in last 3 financial years considered
3. In case 30th/90th/180th day is not a trading day, closing price on the Designated Stock Exchange of the previous trading day has been considered.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by CLSA India Private Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	1	13,873.40	-	-	-	-	-	1	-	-	-	-	-	-
2024-25	1	2,765.72	-	-	-	1	-	-	-	-	-	-	1	-
2023-24	1	18,000.00	-	-	-	-	1	-	-	-	-	-	-	1

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus.
2. The information for each of the financial years is based on issues listed during such financial year.

(3) **J.P. Morgan India Private Limited**

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by J.P. Morgan India Private Limited:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	LG Electronics India Limited ^(b)	116,047.32	1,140.00 ¹	October 14, 2025	1,710.10	-	-	-
2.	Tata Capital Limited ^(b)	155,118.72	326.00	October 13, 2025	330.00	-	-	-
3.	Anthem Biosciences Ltd. ^(a)	33,950.00	570 ²	July 21, 2025	723.10	43.5% [-0.7%]	NA	NA
4.	Schloss Bangalore Ltd. ^(b)	35,000.00	435	June 02, 2025	406.00	-6.9% [+3.3%]	-8.2% [-1.2%]	NA
5.	Hexaware Technologies Ltd. ^(b)	87,500.00	708 ³	February 19, 2025	745.50	+3.5% [+1.1%]	+5.2% [+8.8%]	+1.3% [+7.4%]
6.	Inventus Knowledge Solutions Ltd. ^(b)	24,979.23	1,329	December 19, 2024	1,900.00	+40.9% [-3.1%]	+13.8% [-4.7%]	+30.2% [+4.2%]
7.	Vishal Mega Mart Ltd. ^(b)	80,000.00	78	December 18, 2024	104.00	+40.0% [-3.7%]	+29.9% [-7.0%]	+58.6% [+2.1%]
8.	Swiggy Ltd. ^(b)	113,274.27	390 ⁴	November 13, 2024	420.00	+29.3% [+4.2%]	-7.2% [-0.8%]	-19.7% [+1.9%]
9.	Sagility India Ltd. ^(b)	21,062.18	30 ⁵	November 12, 2024	31.06	+42.9% [+3.2%]	+75.4% [-1.4%]	+36.1% [+0.5%]
10.	Hyundai Motor India Ltd. ^(b)	278,556.83	1,960 ⁶	October 22, 2024	1,934.00	-6.6% [-3.9%]	-8.7% [-5.2%]	-15.2% [-2.5%]

Source: SEBI, Source: www.nseindia.com, Source: <https://www.bseindia.com/index.html>.

Notes:

- Price on the designated stock exchange is considered for all of the above calculation for individual stocks.
(^a) BSE as the designated stock exchange; (^b) NSE as the designated stock exchange
- In case 30th / 90th / 180th day is not a trading day, closing price on the stock exchange of the previous trading day has been considered.
- Closing price of 30th, 90th, 180th calendar day from listing day has been taken as listing day plus 29, 89 and 179 calendar days respectively
- Pricing performance is calculated based on the Issue price
- Variation in the offer price for certain category of investors are:
¹ Discount of ₹108.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹1,140 per equity share
² Discount of ₹50.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹570 per equity share
³ Discount of ₹67.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹708 per equity share
⁴ Discount of ₹25.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹390 per equity share
⁵ Discount of ₹2.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹30 per equity share
⁶ Discount of ₹186.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹1,960 per equity share
- Pricing Performance for the benchmark index is calculated as per the close on the day of the listing date.
- Benchmark index considered is NIFTY 50 / S&P BSE Sensex basis designated stock exchange for each issue
- Issue size as per the basis of allotment
- Restricted to last 10 equity initial public issues.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by J.P. Morgan India Private Limited:

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-2026	4	340,116	NA	NA	1	NA	1	NA	NA	NA	NA	NA	NA	NA

2024-2025	9	671,614	NA	NA	1	1	5	2	NA	NA	2	3	3	1
2023-2024	4	77,481	NA	NA	NA	NA	1	3	NA	NA	1	1	1	1

Note: In the event that any day falls on a holiday, the price / index of the previous trading day has been considered. The information for each of the financial years is based on issues listed during such financial year.

(4) Kotak Mahindra Capital Company Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Kotak Mahindra Capital Company Limited:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Tata Capital Limited	155,118.70	326.00	October 13, 2025	330.00	Not applicable	Not applicable	Not applicable
2.	WeWork India Management Limited	29,996.43	648.00 ¹	October 10, 2025	650.00	Not applicable	Not applicable	Not applicable
3.	Urban Company Limited	19,000.00	103.00 ²	September 17, 2025	162.25	53.83%, [1.01%]	Not applicable	Not applicable
4.	Bluestone Jewellery and Lifestyle Limited	15,406.50	517.00	August, 19, 2025	510.00	15.13%, [1.40%]	Not applicable	Not applicable
5.	JSW Cement Limited	36,000.00	147.00	August, 14, 2025	153.50	1.17%, [1.96%]	Not applicable	Not applicable
6.	Smartworks Coworking Spaces Limited	5,825.55	407.00 ³	July 17, 2025	435.00	11.79%, [-1.91%]	32.85%, [0.14%]	Not applicable
7.	Travel Food Services Limited	20,000.00	1,100.00 ⁴	July 14, 2025	1,125.00	5.13%, [-2.37%]	22.22%, [0.81%]	Not applicable
8.	Schloss Bangalore Limited	35,000.00	435.00	June 2, 2025	406.00	-6.86%, [3.34%]	-8.17%, [-1.17%]	Not applicable
9.	Hexaware Technologies Limited	87,500.00	708.00 ⁵	February 19, 2025	745.50	3.45%, [1.12%]	5.16%, [8.78%]	1.31%, [7.41%]
10.	Dr. Agarwal's Health Care Limited	30,272.60	402.00	February 04, 2025	402.00	3.82%, [-6.18%]	-12.14%, [2.44%]	12.38%, [2.57%]

Source: www.nseindia.com; www.bseindia.com, as applicable.

Notes:

- In WeWork India Management Limited, the issue price to eligible employees was ₹ 588 after a discount of ₹ 60 per equity share
- In Urban Company Limited, the issue price to eligible employees was ₹ 94 after a discount of ₹ 9 per equity share
- In Smartworks Coworking Spaces Limited, the issue price to eligible employees was ₹ 370 after a discount of ₹ 37 per equity share
- In Travel Food Services Limited, the issue price to eligible employees was ₹ 996 after a discount of ₹ 104 per equity share
- In Hexaware Technologies Limited, the issue price to eligible employees was ₹ 641 after a discount
- In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.
- The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.
- Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.
- Restricted to last 10 equity initial public issues.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Kotak Mahindra Capital Company Limited:

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	8	316,347.18	-	-	1	-	-	4	-	-	-	-	-	-
2024-25	18	999,474.07	-	-	3	2	7	6	1	1	5	4	3	4
2023-24	11	179,436.83	-	-	-	2	4	5	-	-	-	7	3	1

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus.
2. The information for each of the financial years is based on issues listed during such financial year.

(5) Morgan Stanley India Company Private Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Morgan Stanley India Private Limited:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	LG Electronics India Limited	116,047.00	1,140.00	October 14, 2025	1,710.10	NA	NA	NA
2.	Urban Company Limited	19,000.00	103.00	September 17, 2025	162.25	+53.8% [+1.4%]	NA	NA
3.	HDB Financial Services Limited	1,25,000.00	740.00	July 02, 2025	835.00	+2.5% [-3.0%]	+1.1% [-3.6%]	NA
4.	Schloss Bangalore Limited	35,000.00	435.00	June 02, 2025	406.00	-6.9% [+3.2%]	-8.2% [-1.3%]	NA
5.	Dr Agarwal's Health Care Limited	30,272.60	402.00	February 04, 2025	402.00	+4.0% [-4.4%]	-12.0% [+4.2%]	+12.4% [+5.2%]
6.	International Gemmological Institute (India) Limited	42,250.00	417.00	December 20, 2024	510.00	+ 24.2% [- 3.1%]	- 21.4% [- 4.4%]	-11.5% [+3.8%]
7.	Sai Life Sciences Limited	80,000.00	549.00	December 18, 2024	650.00	+ 30.6% [- 4.2%]	+ 28.4% [- 7.5%]	+40.3% [+1.6%]
8.	Vishal Mega Mart Limited	30,426.20	78.00	December 18, 2024	104.00	+ 40.0% [- 4.2%]	+ 29.9% [- 7.5%]	+58.6% [+1.6%]
9.	Zinka Logistics Solutions Limited	11,147.22	273.00	November 22, 2024	280.90	+ 83.8% [+ 1.0%]	+54.3% [-1.8%]	+78.2% [+5.7%]
10.	Niva Bupa Health Insurance Company limited	22,000.00	74.00	November 14, 2024	78.14	+ 13.0% [+ 5.1%]	+8.1% [-2.1%]	+15.0% [+5.8%]
11.	Hyundai Motor India Limited	2,78,556.83	1,960.00	October 22, 2024	1,934.00	-6.6% [-5.1%]	-8.7% [-6.4%]	-15.2% [-3.8%]
12.	Brainbees Solutions Limited	41,937.28	465.00	August 13, 2024	651.00	+ 37.5% [+ 2.3%]	+21.4% [-0.8%]	-10.0% [-3.2%]

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
13.	Go Digit General Insurance Limited	26,146.46	272.00	May 23, 2024	286.00	+ 22.8% [+ 4.0%]	+ 30.8% [+ 9.3%]	+ 16.3% [+ 3.8%]

Source: www.nseindia.com; for price information and prospectus/ basis of allotment for issue details.

Notes:

1. Issue Size is as per the prospectus filed with SEBI with the figures rounded off to the nearest decimal point
2. Benchmark index considered is NIFTY50
3. If the 30th/90th/180th day falls on a trading holiday then pricing information on the preceding trading day has been considered
4. Pricing Performance for the company is calculated as per the final offer price
5. Pricing Performance for the benchmark index is calculated as per the close on the day prior to the listing date

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Morgan Stanley India Private Limited:

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	4	2,95,047.00	-	-	1*	1*	-	1*	-	-	-	-	-	-
2024-25	9	5,62,736.58	-	-	1	1	3	4	-	-	3	2	1	3
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Source: www.nseindia.com

Notes:

1. Total number of IPOs and total amounts of funds raised includes 13 Issues: LG Electronics India Limited, Urban Company Limited, HDB Financial Services Limited, Schloss Bangalore Limited, Dr Agarwal's Health Care Limited, International Gemmological Institute (India) Limited, Sai Life Sciences Limited, Vishal Mega Mart Limited, Zinka Logistics Solutions Limited, Niva Bupa Health Insurance Company limited, Hyundai Motor India Limited, Brainbees Solutions Limited and Go Digit General Insurance Limited. Trading performance includes 11 issues: Hyundai Motor India Limited, Brainbees Solutions Limited, Go Digit General Insurance Limited and Niva Bupa Health Insurance Company Limited, Zinka Logistics Solutions Limited, Vishal Mega Mart Limited, Sai Life Sciences Limited, International Gemmological Institute (India) Limited, Dr Agarwal's Health Care Limited, Schloss Bangalore Limited, HDB Financial Services Limited
2. * Only for those IPOs which have completed 30 or 180 calendar days from listing till now

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	JM Financial Limited	www.jmfl.com
2.	CLSA India Private Limited	www.india.clsa.com
3.	J.P. Morgan India Private Limited	www.jpmypl.com
4.	Kotak Mahindra Capital Company Limited	https://investmentbank.kotak.com
5.	Morgan Stanley India Company Private Limited	www.morganstanley.com

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, or such longer period as may be required under applicable law, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All Offer-related grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs with whom the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% p.a. of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary 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.

In terms of SEBI ICDR Master Circular, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with the SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the post-Offer BRLM shall also compensate the investors at the rate higher of ₹100 or 15% p.a. of the Bid Amount for the period of such delay. Further, in terms of the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% p.a. 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% p.a. 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% p.a. 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
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% p.a. of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation 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 post-Offer BRLM shall be liable to compensate the investor at the rate of ₹100 per day or 15% p.a. 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. Further, in accordance with circulars prescribed by SEBI, from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, each of the Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of SEBI ICDR Regulations.

Further, in accordance with circulars prescribed by SEBI, from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI Circular SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “*General Information – Book Running Lead Managers*” on page 87.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Bidders can contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SCORES in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has not received investor complaints in relation to the Equity Shares for the three years prior to the filing of the Draft Red Herring Prospectus, hence no investor complaint in relation to our Company is pending as on the date of filing of the Draft Red Herring Prospectus. Further, our Group Companies are not listed on any stock exchanges as on the date of this Draft Red Herring Prospectus.

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. Our Company has also appointed Sanjay Khare, as our Company Secretary and Compliance Officer. For details, see “*General Information – Company Secretary and Compliance Officer*” on page 87.

Our Company has constituted a Stakeholders Relationship Committee comprising Padmaja Chundur, Vegesna Bala Saraswathi, Chintaluri Venkata Rajeswara Rao and Mark Evan Adams. For details, see “*Our Management – Committees of our Board- Stakeholders Relationship Committee*” on page 334.

Exemption from complying with any provisions of SEBI ICDR Regulations

Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, an ‘immediate relative’ of a promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or the spouse) is required to form part of the ‘promoter group’. Accordingly, Ramakrishnama Raju Uddaraju, Krishna Prasad Uddaraju, Kasi Viswanadha Raju Uddaraju, Rama Lakshmi Pathi Bhogaraju Uddaraju (brothers of Vegesna Bala Saraswathi and brothers-in-law of Vegesna Ananta Koti Raju), Kalidindi Vijaya Lakshmi (sister of Vegesna Bala Saraswathi and sister-in-law of Vegesna Ananta Koti Raju), and Vegesna Venkata Subba Yesudata Raju (father of Vegesna Ananta Koti Raju and father-in-law of Vegesna Bala Saraswathi) (“**Disassociated PG Individuals**”) and Ananda Enterprises (India) Private Limited, Ananda Aqua Exports Private Limited, Ananda Bhagavati Foods Private Limited, Indus Mega Food Park Private Limited and any other entities/body corporates/firms/HUFs in which the Disassociated PG Individuals may have interest (individually or collectively) qualify as members of our promoter group in accordance with Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations (“**Disassociated PG Entities**”, together with the Disassociated PG Individuals, the “**Disassociated Group**”). In the absence of any information and confirmations required from the Disassociated PG Individuals, we are unable to ascertain a comprehensive and exhaustive list of the Disassociated PG Entities.

Pursuant to letters addressed to our Company, the Disassociated PG Individuals have expressed their intent to disassociate from the Company and its Promoters, and do not wish to be considered part of the Promoter Group. Consequently, they have not agreed to provide the requisite confirmations and undertakings for themselves and their Disassociated PG Entities in their capacity as promoter group of our Company.

Since we have not received nor is in a position to obtain the necessary information, to comply with the provisions of the SEBI ICDR Regulations, the disclosures in relation to the Disassociated Group in this Draft Red Herring Prospectus have been included to the extent the information was available and accessible in the public domain published on the websites of Watchout Investors, CIBIL, BSE Limited, National Stock Exchange of India Limited, and Ministry of Corporate Affairs. Our Company had filed an application dated September 29, 2025 with SEBI for seeking exemption under Regulation 300(1)(c) of the SEBI ICDR Regulations, from disclosing and providing relevant confirmations from the Disassociated Group in the DRHP. For details, please see “*Risk Factors – 19. Certain immediate relatives of our Promoters, who are deemed to be a part of our Promoter Group under the SEBI ICDR Regulations, have not provided their consent to be identified as members of our Promoter Group and have not provided information in respect of themselves and their relevant entities as Promoter Group. Consequently, we cannot assure you that the disclosures relating to such members of our Promoter Group are complete or up-to-date.*” on page 47.

Other confirmations

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

SECTION VII: OFFER INFORMATION.

TERMS OF THE OFFER

The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale, and listing and trading of securities, issued from time to time, by SEBI, the GoI, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. For details in relation to the sharing of Offer expenses amongst our Company and the Selling Shareholders, see “*Objects of the Offer – Offer related expenses*” on page 135.

Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being offered and Allotted/ transferred in the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, MoA and AoA and shall rank *pari passu* with the existing Equity Shares in all respects including voting, right to receive dividends and other corporate benefits. For further details, see “*Description of Equity Shares and Terms of the Articles Of Association*” beginning on page 528.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association, dividend distribution policy of our Company, and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association*” beginning on pages 348 and 528, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and published and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper, Tamil being the regional language of Tamil Nadu where our Registered and Corporate Office is located, each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. 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 on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with Book Running Lead Managers, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares, unless otherwise permitted by law.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- 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 or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their 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 company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

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/splitting, see “*Description of Equity Shares and Terms of the Articles Of Association*” beginning on page 528.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated August 11, 2025 amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement dated August 11, 2025 amongst our Company, CDSL and Registrar to the Offer.

For details in relation to the Basis of Allotment, see “*Offer Procedure*” beginning on page 506.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one equity share of face value of ₹10 each subject to a minimum Allotment of [●] equity shares of face value of ₹10 each. For further details, see “*Offer Procedure*” beginning on page 506.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, India.

Period of operation of subscription list

See “– *Bid/ Offer Programme*” on page 498.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall 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 the prescribed manner, 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/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the Registrar and Transfer Agent of our 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 our 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, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/ Offer Programme

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/OFFER OPENS ON	[●] ⁽¹⁾
BID/OFFER CLOSES ON	[●] ⁽²⁾⁽³⁾
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to dematerialized accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

⁽¹⁾ *Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Date shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*

⁽²⁾ *Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations*

⁽³⁾ *UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Offer Closing Date, i.e. [●].*

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into between our Company with the relevant intermediaries, to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Further, in terms of circulars prescribed by SEBI from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB. RIBs and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, any of the Selling Shareholders or the BRLMs.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

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 the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company and the Selling Shareholders, in consultation with the BRLMs, revision of the Price Band by our Company, in consultation with the BRLMs, or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder confirms that it shall severally and not jointly extend such reasonable support and co-operation as may be reasonably requested by our Company and/or the BRLMs, in relation to itself and its respective portion of the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed under applicable laws.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis as per the format prescribed in the SEBI ICDR Master Circular.

SEBI *vide* circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Offer, 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 such period as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) for RIBs, other than QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and Non-Institutional Investors)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs*	Only between 10.00 a.m. and up to 5.00 p.m. IST

* UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date

QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 p.m. IST in case of Bids by QIBs and NIBs, and
- (ii) Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from RIBs and Eligible Employees under the Employee Reservation Portion, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Form and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period and revision shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively. Bids by ASBA

Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid 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.

Our Company, in consultation with the BRLMs reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

The requirement of minimum subscription is not applicable to the Offer for Sale in accordance with the SEBI ICDR Regulations. In the event our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue, on the Bid/ Offer Closing Date; or (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with applicable law, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under the Red Herring Prospectus, the Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. If there is a delay beyond two days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% p.a.

The Selling Shareholders shall reimburse, any expense and interest incurred by our Company on behalf of the Selling Shareholders for any delay in making refunds as required under the Companies Act, 2013, the UPI Circulars and any other applicable law, only to the extent of its respective portion of Offered Shares, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest in such delay unless such delay is caused solely by, or is directly attributable to, an act or omission of the Selling Shareholders in relation to the Offered Shares.

Under subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company in consultation with the Book Running Lead Managers and subject to applicable law, and the Designated Stock Exchange. Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue and the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of respective portion of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer and Price Band advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working

Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer and Price Band advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Offer, the BRLMs will submit reports of compliance with T+3 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. Further, 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/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% p.a. of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary 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.

If our Company and the Selling Shareholders, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of our Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 93 and except as provided under the Articles of Association and under SEBI ICDR Regulations, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of the Articles Of Association*" beginning on page 528.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Allotment of Equity Shares only in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

OFFER STRUCTURE

The Offer is of up to [●] equity shares of face value of ₹10 each for cash at a price of ₹10 per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ 37,000.00 million comprising a Fresh Issue of up to [●] equity shares of face value of ₹10 each aggregating up to ₹ 25,000.00 million and an Offer for Sale of up to [●] equity shares of face value of ₹10 each aggregating up to ₹ 12,000.00 million by the Selling Shareholders. For details, see “The Offer” beginning on page 79.

The Offer shall constitute [●]% of the post-Offer paid-up equity share capital of our Company, respectively.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹ 5,000.00 million prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. Further, details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchanges within 24 hours of such transactions, in accordance with Regulation 54 of the SEBI ICDR Regulations.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees [#]	QIBs ⁽¹⁾	Non-Institutional Bidders ⁽¹⁾	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation ^{*(2)}	Up to [●] equity shares of face value of ₹10 each	Not more than [●] equity shares of face value of ₹10 each, aggregating up to ₹ [●] million.	Not less than [●] equity shares of face value of ₹10 each available for allocation or Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] equity shares of face value of ₹10 each available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/allocation	Up to [●] % of the post-Offer paid up equity share capital of our Company. The Employee Reservation Portion shall not exceed 5% of the post-Offer paid-up equity share capital of our Company.	Not more than 50% of the Net Offer size shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the other QIB Portion	Not less than 15% of the Net Offer or Net Offer less allocation to QIBs and RIBs subject to the following: a) One third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000; and b) two third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹1.00 million. provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of NIBs, subject to valid Bids being received at or above the Offer Price.	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and NIBs will be available for allocation.
Basis of Allotment/allocation if respective category is oversubscribed	Proportionate [#] ; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an	Proportionate, as follows (excluding the Anchor Investor Portion): a) up to [●] equity shares of face value	The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum Non	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity

Particulars	Eligible Employees [#]	QIBs ⁽¹⁾	Non-Institutional Bidders ⁽¹⁾	Retail Individual Bidders
	Eligible Employee shall not exceed ₹200,000(net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000(net of Employee Discount, if any), subject to total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).	<p>of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>b) up to [●] equity shares of face value of ₹10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>c) up to 60% of the QIB Portion (of up to [●] equity shares of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	Institutional application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "Offer Procedure" beginning on page 415.	Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see "Offer Procedure" beginning on page 415.
Minimum Bid	[●] equity shares of face value of ₹10 each	[●] Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000	<p>For Non-Institutional Bidder applying under:</p> <p>(i) One-third of the Non Institutional Category such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000</p> <p>For Non-Institutional Bidder applying under</p> <p>(ii) Two-thirds of the Non-Institutional Category such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹1,000,000</p>	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] equity shares of face value of ₹10 each, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, (excluding the Anchor portion) subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, (excluding the QIB portion) subject to limits applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Bid Lot	[●] equity shares of face value of ₹10 each and in multiples of [●] Equity Shares thereafter			
Mode of Allotment	Compulsorily in dematerialised form			
Allotment Lot	A minimum of [●] equity shares of face value of ₹10 each and in multiples of one Equity Share thereafter QIBs, Eligible Employees and RIBs. For NIBs allotment shall not be less than the minimum non-institutional application size.			
Trading Lot	One Equity Share			

Particulars	Eligible Employees [#]	QIBs ⁽¹⁾	Non-Institutional Bidders ⁽¹⁾	Retail Individual Bidders
Who can apply ⁽³⁾⁽⁵⁾⁽⁶⁾	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250.00 million, pension funds with minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs and accredited investors as specified in Regulation 2(1)(ab) of the SEBI AIF regulations, for the limited purpose of their investments in angel funds registered under the SEBI AIF Regulations.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of Payment	<p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁴⁾</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form</p>			
Mode of Bidding [^]	Through ASBA Process only (including the UPI Mechanism)	Through ASBA process only (excluding the UPI Mechanism) (except in case of Anchor Investors)	Through ASBA process only (including the UPI Mechanism for Bids up to ₹500,000)	Through ASBA process only (including the UPI Mechanism)

* Assuming full subscription in the Offer.

[^] As Anchor Investors are not permitted to use the ASBA process. Further, pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the Anchor Investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIBs and RIBs and all modes through which the Bid cum Application Forms are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.

[#] Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-

subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

- 1) Subject to valid Bids being received at or above the Offer Price. Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than the Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than the Anchor Investors) in proportion to their Bids. For further details, see "Offer Procedure" beginning on page 415. Further, not less than 15% of the Net Offer shall be available for allocation to NIBs and not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of NIBs.
- 2) Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations.
- 3) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.
- 4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the CAN.
- 5) Bids by FPIs with certain structures as described under "Offer Procedure - Bids by Foreign Portfolio Investor (FPIs)" on page 513 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.
- 6) Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, designated partners, trustees, associates, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

The Bids by FPIs with certain structures as described under "Offer Procedure - Bids by Foreign Portfolio Investors ("FPIs")" on page 513 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Subject to valid Bids being received at or above the Offer 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, see "Terms of the Offer" beginning on page 496.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders, in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (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, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The Bidders should note that the details and process provided in the General Information Document should be read along with this section. Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) 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, had 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 RIBs 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 RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was 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/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, 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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, read with the SEBI ICDR Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars.

SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/55 dated May 24, 2024 ("AV Circular") has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers.

In terms of Regulation 23(5) and Regulation 52 of the SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. 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. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. 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 this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

Our Company, each of the Selling Shareholders and the BRLMs, members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any

amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, each of the Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories 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 Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and with press releases dated June 25, 2021, September 17, 2021, read with press release dated September 17, 2021 and March 30, 2022, read with press release dated March 28, 2023.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, Allottees may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI *vide* its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, 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 until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has

been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, *vide* SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer will be made under UPI Phase III of the UPI Circular (on mandatory basis). The Offer will be advertised in all editions of [●], a widely circulated English national daily newspaper and in all editions of [●], a widely circulated Hindi national daily newspaper and in [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located) each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as the Sponsor Bank(s) to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

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, in compliance with the SEBI ICDR Master Circular, in compliance with circulars prescribed by SEBI and applicable law.

Pursuant to the 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 (“**UPI Streamlining Circular**”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders 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 must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers
- (ii) UPI Bidders using UPI Mechanism may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (iii) QIBs and Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed.

The ASBA Bidders, including UPI 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 the SEBI ICDR Master Circular.

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, 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 (except UPI Bidders). 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(s), as applicable at the time of submitting the Bid.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis ⁽¹⁾	[●]
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis ⁽¹⁾	[●]
Anchor Investors ⁽²⁾	[●]

* Excluding electronic Bid cum Application Forms

Notes:

⁽¹⁾ Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

⁽²⁾ Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow 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 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. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the 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.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI mandate requests for blocking of 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 the SEBI ICDR Master Circular. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue.

The Sponsor Banks and Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI in accordance the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

Pursuant to NSE circular No. 25/2022 dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.
- b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.
- c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.
- d. Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm IST for Retail Individual Bidders, and 4:00 pm for Non-Institutional Bidders and QIBs, on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoters and Promoter Group of the Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or pension funds sponsored by entities which are associates of the BRLMs nor; (ii) any person related to the Promoters or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter or Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

The Promoter and members of the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Bids by Eligible Non-resident Indians (“NRIs”)

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident External (“NRE”) accounts, or FCNR accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA NDI Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity share capital on a fully diluted basis or shall 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 warrant. 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. Our Company has, pursuant to a Board resolution and Shareholders' resolution each dated January 15, 2025 increased the limit of investment of NRIs and OCIs up to a maximum aggregate limit of 24% of the paid-up equity share capital of the Company on a fully diluted basis, provided however that the shareholding of each NRI or OCI in our Company shall not exceed 5% of the total paid-up equity share capital of our Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time and the total shareholding of all NRIs and OCIs in our Company shall not exceed 24% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 526.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by Hindu Undivided Families ("HUFs")

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million on a net basis. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Allotment in the Employee Reservation Portion will be as detailed in the section "*Offer Structure*" beginning on page 502.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form.
- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.
- In case of joint bids, the sole/ first Bidder shall be the Eligible Employee.
- Bids by Eligible Employees may be made at Cut-off Price.
- Only those Bids, which are received at or above the Offer Price, would be considered for allocation under this portion.
- The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹0.50 million on a net basis.
- As per the SEBI ICDR Master Circular, Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism
- If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
- Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

- Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million.

Bids by Foreign Portfolio Investors (“FPIs”)

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

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.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up equity share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up equity share capital of our Company on a fully diluted basis.

In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case the total holding of an FPI increases beyond 10% of the total paid-up equity share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (“**MIM Structure**”), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments (“**ODI**”) which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, 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 in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued

only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

- (a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of 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.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in the Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer equity share capital shall be liable to be rejected.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and each of the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by Securities and Exchange Board of India ("SEBI") registered Venture Capital Funds ("VCFs"), Alternate Investment Funds ("AIFs") and Foreign Venture Capital Investors ("FVCIs")

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA NDI Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, each of the Selling Shareholders, severally and not jointly, and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"). and the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company 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.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI ICDR Master Circular. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each amended ("**IRDAI Investment Regulations**") are broadly set forth below:

- 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 or health insurer;
- 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 health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

- the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer 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 (a), (b) and (c) above, as the case may be.

- * *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000.00 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹0.50 million or more but less than ₹2,500,000.00 million.*

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids 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, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer 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.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.
- 5) Our Company, in consultation with the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked-in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the (a) Book Running Lead Managers(s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) or pension fund sponsored by entities which are associate of the Book Running Lead Managers nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.
- 11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholders, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders 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 compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the 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 this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges

General Instructions

QIB Bidders and Non-Institutional Bidders are not allowed to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.

Do's:

1. Ensure that your PAN is linked with Aadhaar and you are in compliance with the notification of the Central Board of Direct Taxes dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023;

2. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
6. UPI Bidders 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. UPI Bidders 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;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;
8. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
9. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);
10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
11. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
12. The ASBA bidders shall ensure that bids above ₹ 0.50 million, are uploaded only by the SCSBs;
13. Ensure that the name(s) given in the Bid cum 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 Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
14. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
15. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;
16. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
17. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
18. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
19. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement

of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial 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;

20. Ensure that the Demographic Details are updated, true and correct in all respects;
21. 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;
22. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
25. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder’s ASBA Account;
26. Since the Allotment will be in demat form only, ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
27. 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 Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account;
28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. IST of the Working Day immediately after the Bid/ Offer Closing Date;
29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;
30. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
31. Bids by Eligible NRIs for a Bid Amount of less than ₹0.20 million would be considered under the retail category for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 million would be considered under the non-institutional category for allocation in the Offer;
32. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Bidders);
33. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and
34. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

35. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank(s) issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner.
36. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
6. Do not submit the Bid for an amount more than funds available in your ASBA account;
7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
8. In case of ASBA Bidders, do not submit more than one ASBA Form ASBA Account;
9. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;
10. Anchor Investors should not Bid through the ASBA process;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares more than what is specified for each category;
21. If you are a QIB, do not submit your Bid after 3:00 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);
22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;
25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;
26. Do not Bid if you are an OCB;
27. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;
28. Do not submit the Bid cum Application Forms to any non-SCSB bank;
29. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);
30. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by Retail Individual Bidders;
31. 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 UPI Bidders; and
32. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million.

The Bid cum 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 list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

- (a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- (b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
- (c) Bids submitted on a plain paper;
- (d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
- (e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));
- (f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;
- (g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
- (h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
- (i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
- (j) Bids submitted without the signature of the First Bidder or Sole Bidder;
- (k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- (l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI ICDR Master Circular;

- (m) GIR number furnished instead of PAN;
- (n) Bids by RIBs with Bid Amount of a value of more than ₹ 0.20 million;
- (o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
- (p) Bids accompanied by stock invest, money order, postal order, or cash; and
- (q) Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post -Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see “*General Information*” and “*Our Management*” beginning on pages 86 and 325, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% p.a. of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer 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. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular (to the extent applicable) in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each RIBs shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to NIBs. The Equity Shares available for allocation to NIBs under the Non - Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs. The allotment to each NIB shall not be less than ₹ 0.20 million, subject to the availability of Equity Shares in the Non -Institutional Portion, and the remaining Equity Shares if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the BRLMs will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such

Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer and Price Band advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

The Allotment advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, before 9 p.m. IST, on the date of receipt of the final listing and trading approval from the Stock Exchanges, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from the Stock Exchanges is received post 9:00 p.m. IST on that date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located), each with wide circulation.

The information set out above is given for the benefit of the Bidders/Applicants. Our Company, the Selling Shareholders, severally and not jointly 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 Draft Red Herring Prospectus. Bidders/Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

- (a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.
- (b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see “*Terms of the Offer*” beginning on page 496.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Offer Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two Working Days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and Price Band advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently; and
- Except for (i) the Pre-IPO Placement and (ii) allotment of Equity Shares pursuant to conversion of outstanding CCPS and CCDs into Equity Shares prior to filing of the Red Herring Prospectus with the RoC, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly, in respect of itself as a Selling Shareholder and its portion of the Equity Shares offered by it in the Offer, undertakes the following in respect of itself and its respective portion of the Offered Shares:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- it shall deposit its portion of Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement to be executed between the Company, the Selling Shareholders and the share escrow agent of the Offer;
- it is the legal and beneficial owner of the Offered Shares and that such Offered Shares shall be transferred in the Offer, free from encumbrances; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought have been received.

Utilisation of Offer Proceeds

Our Company specifically confirm that all monies received out of the Offer 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.

Impersonation

Attention of the Bidders 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 for fraud involving an amount of at least ₹1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or 1% of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. 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. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “**FDI Policy**”), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the Consolidated FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For further details, see “*Key Regulations and Policies*” beginning on page 308.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

In terms of Press Note 3 of 2020, dated April 17, 2020 (“**Press Note**”), issued by the DPIIT, the FDI Policy and the FEMA (Non-debt Instruments) Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 *vide* notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the FEMA NDI Rules and FDI Policy read with Press Note, 100% foreign direct investment is permitted under the automatic route in our Company, however, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure – Bids by Eligible Non-resident Indians (“NRIs”)*” and “*Offer Procedure – Bids by Foreign Portfolio Investors (“FPIs”)*” on pages 511 and 513.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”) in private transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders 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 Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

The following set of Articles have been adopted pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the extraordinary general meeting of the shareholders of Sify Infinit Spaces Limited held on September 26, 2025 in substitution for and to the exclusion of the existing Articles of the Company. No material clause that may have a bearing on the Offer has been left out from disclosure in this Draft Red Herring Prospectus

The Articles of Association of our Company include three parts, Chapter I, Chapter II and Chapter III, which parts shall, unless the context otherwise requires, co-exist with each other until the date of listing of Equity Shares of the Company on the Indian Stock Exchanges. In case of any inconsistency or contradiction, conflict or overlap between Chapter I, Chapter II and Chapter III, the provisions of Chapter II shall prevail over Chapter I and Chapter III and the provisions of Chapter III shall prevail over Chapter I, until immediately prior to the date of filing of the Red Herring Prospectus. All the articles of Part B shall automatically terminate and cease to have any force and effect immediately from the date of listing of Equity Shares of the Company and the provisions of Chapter I shall continue to be in effect and be in force, without any further corporate or other action, by our Company or by its Shareholders

Constitution of the Company

1. The Company is a Public Limited Company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly is not a Private Limited Company.

The regulations contained in Table F in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in this Article or by the said Act, which shall be the regulations for the management of the Company.

CHAPTER I

2. In these regulations:

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. Further, words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

- (a) “**Act**” means the Companies Act, 2013.
- (b) “**Articles**” or “**The Articles**” or “**The Company’s Regulations**” means the Articles of Association of the Company and includes the Memorandum where the context so requires.
- (c) “**Annual General Meeting**” means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act and any adjourned holding thereof.
- (d) “**Auditors**” means and includes those persons appointed as such for the time being by the Company.
- (e) “**Beneficial Owner**” means a person whose name is recorded as such with a Depository.
- (f) The “**Board**” or “**Board of Directors**” means, 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 or the Directors of the Company collectively.
- (g) “**Capital**” means the Share capital for the time being raised or authorised to be raised, for the purpose of the Company.
- (h) “**Chairperson**” means the Chairperson of the Board of Directors of the Company.
- (i) The “**Company**” or “**The Company**” means “**Sify Infinit Spaces Limited**”, a Public Limited Company, incorporated under the provisions of the Companies Act, 2013.
- (j) “**Depositories Act**” means the Depositories Act, 1996, including any statutory modifications or reenactment thereof for the time being in force.
- (k) “**Depository**” means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
- (l) “**Directors**” mean the Directors for the time being of the Company or as the case may be the Directors assembled at a Board Meeting.

- (m) **"Equity Shares"** or **"Shares"** shall mean the issued, subscribed and fully paid-up equity shares of the Company having the face value set out in the Memorandum of Association.
- (n) **"Stock Exchange"** shall mean BSE Limited and National Stock Exchange of India Limited.
- (o) **"Extraordinary General Meeting"** means an Extraordinary General Meeting of the Members duly called and convened and any adjourned holding thereof.
- (p) **"Key Managerial Personnel"** means an individual as defined under Section 2(51) of the Act.
- (q) **"Managing Director"** means an individual as defined under Section 2(54) of the Act.
- (r) **"Member"** means the duly registered holder, from time to time, of the shares of the Company and includes every person whose name is entered as a Beneficial Owner as defined in clause (a) of Sub-section (1) of Section 2 of the Depositories Act, 1996.
- (s) **"Memorandum of Association"** or **"Memorandum"** means the memorandum of association of the Company, as may be altered from time to time.
- (t) **"Office"** means the Registered Office of the Company.
- (u) **"Person"** means any natural person, firm, company, governmental authority, joint venture, partnership, association or any other entity (whether or not having a separate legal personality).
- (v) **"Register of Members"** means the Register of Members to be kept pursuant to Section 88 of the Act.
- (w) **"Seal"** means the Common Seal for the time being of the Company.
- (x) **"Secretary"** or **"Company Secretary"** means an individual as defined under Section 2(24) of the Act and a Key Managerial Personnel appointed by the Board of Directors to perform any of the duties of a Company Secretary.

SHARE CAPITAL

3. The Authorised Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company with rights to alter the same in whatever way as deemed fit by the Company, in accordance with Company's regulations and legislative provisions for the time being in that behalf.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at par or at a premium and at such time as they may from time to time think fit.
5.
 - (a) Every person whose name is entered as a member in the Register of Members shall be entitled to receive within two months after incorporation, in case of Subscribers to the Memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:
 - (i) One certificate for all his shares without payment of any charges; or
 - (ii) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - (b) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - (c) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
 - (d) New share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such share certificate shall be issued in the manner prescribed under Section 46 of the Act and the rules framed thereunder.
6.
 - (a) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the

satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Further, no fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

(b) The provisions of Articles (6) and (7) shall mutatis mutandis apply to Debentures of the Company

7. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8. (a) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
(b) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40.
(c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
(b) To every such separate meeting, the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
11. Subject to Section 55 and the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

KINDS OF SHARE CAPITAL

12. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
 - (a) Equity share capital:
 - (i) With voting rights; and / or
 - (ii) With differential rights as to dividend, voting or otherwise in accordance with the Rules
 - (b) Preference share capital

VARIATION OF MEMBER'S RIGHTS

13. (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48, and whether or not the Company is being wound up, be varied with the consent in writing

of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

To every such separate meeting, the provisions of these regulations relating to General Meetings shall *mutatis mutandis* apply.

- (b) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

FURTHER ISSUE OF CAPITAL

14. Where at any time the Board of the Company, as the case may be, propose to increase the subscribed capital of the Company by issue of further Shares then such shares shall be offered, subject to provisions of section 62 of the Act, and the rules made thereunder:

- (a)
- (i) to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares at that date by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;
- (ii) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days (or such lesser number of days as may be prescribed under applicable law) and not exceeding thirty days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined;
- Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue
- (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them or any of them in favour of any other person and the notice referred to in sub-clause (b) shall contain a statement of this right;
- (iv) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier Intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company.
- (b) to employees under any scheme of employees' stock option subject to special resolution passed by the shareholders of the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or
- (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in Article 15(a)(i) or Article 15(a)(ii) above, in any manner whatsoever, subject to applicable laws..

Nothing in this Article shall be deemed:

- (a) to extend the time within which the offer should be accepted; or
- (b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company:

- (a) To convert such debentures or loans into shares in the Company; or
- (b) To subscribe for shares in the company

PROVIDED THAT the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a special resolution passed by the Company in a general meeting.

15. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

SHARES AT THE DISPOSAL OF THE DIRECTORS

16. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall, for the time being, be under the control of the Board of Directors who may issue, allot or otherwise dispose of any or all of such shares 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 applicable laws) and at such time as they may from time to time think fit and with the sanction of the Company in the general meeting give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board of Directors think fit.

Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company In the General Meeting.

ISSUE OF SECURITIES AT A PREMIUM

17. The Company shall have power to issue Securities at a premium and shall duly comply with the provisions of the Act.
18. (a) The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the company's lien If any, on such shares/debentures.
- (b) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
19. The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
20. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:
Provided that no sale shall be made:
- (a) Unless a sum in respect of which the lien exists is presently payable; or
- (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
21. To give effect to any such sale, the Board may authorize some 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. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
22. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
23. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
24. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including Debentures of the Company.

CALLS ON SHARES

25. (a) The Board may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

- (b) Each member shall, subject to receiving at least fourteen days notice specifying the time or times and place of payment, pay to the Company, at time or times and place so specified, the amount called on his shares.
 - (c) A call may be revoked or postponed at the discretion of the Board.
- 26.** (a) A call is deemed to have been made at time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
- (b) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 27.** (a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment thereof to the time of actual payment at rate as the Board may determine.
- (b) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 28.** (a) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of nominal value of the share or by way of premium, shall, for the purpose of these regulations, be deemed to be a call duly made and payable on the date which by the terms of issue such sum become payable.
- (b) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or other wish shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 29.** The Board may:
- (a) if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any moneys advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding unless the Company in general meeting shall otherwise direct 12 percent per annum, as may be agreed upon between the Board and the member and the member paying the sum in advance.
 - (c) Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by the member, until the same would, but for such payment, become presently payable by him.
 - (d) Subject to the provisions of the Act and these Articles, the Board of Directors may, with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit.

TRANSFER OF SHARES

- 30.** The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 31.** The Board may, subject to the right of appeal conferred by Section 58 of the Companies Act, 2013, decline to register:
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the Company has a lien.
 - (c) Provided that the registration of transfer of any securities 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. Transfer of shares/debentures in whatever lot shall not be refused.
- 32.** The Board may also decline to recognize 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 of the Companies Act, 2013.
 - (b) The instrument of transfer is accompanied by the certificate of 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.
33. Subject to the provision of Section 91 of the Companies Act, 2013, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregated in any year.
34. The Company shall also use a common form of transfer, as prescribed under the Act and rules notified thereunder and as per applicable requirements specified by the Exchanges.
35. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialised form, the provisions of the Depositories Act shall apply.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

36. Subject to the provisions of these Articles and applicable provisions of the Act or any other law for the time being in force, the Board may refuse (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the company under these Articles or otherwise, to register the transfer of, or the transmission by operation of law of the right to any securities or interest of a Member in the Company after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

TERM OF ISSUE OF DEBENTURE

Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

TRANSMISSION OF SHARES

37. (a) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
- (b) Nothing in clause (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
38. (a) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:
- (i) To be registered himself as holder of the share; or
- (ii) To make such transfer of the share as the deceased or insolvent member could have made.
- (b) 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.
39. (a) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he selects.
- (b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer or 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 or transfer were a transfer signed by that member.
- (d) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be

entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

40. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
41. If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the Board may at any time thereafter, during such time as the call or instalment remains unpaid, serve a notice on him requiring to pay such call or installment together with interest which may have accrued.
42. The notice shall name a further day (not earlier than the expiry of fourteen days from the date of service thereof) on or before which and the place where 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 and at the place appointed the shares in respect of which the call was made shall be liable to be forfeited.
43. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given May at any time thereafter before the payment required by the notice has been made, be forfeited by a Resolution of the Board of Directors to that effect.
44.
 - (a) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - (b) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
45.
 - (a) A person whose shares have been forfeited shall cease to be a member in respect of forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
 - (b) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
46.
 - (a) A duly verified declaration in writing that the declarant is a Director, the manager, or the secretary, of the Company, and that a share in the Company has being 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.
 - (b) The Company may receive the consideration, if any, given for share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
 - (c) The transferee shall there upon be registered as the holder of the share.
 - (d) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in the reference to the forfeiture, sale or disposal of the share.
47. The provision of these regulations as to forfeiture shall apply in the case of non-payment of any sum, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made notified.

ALTERATION OF CAPITAL

48. Subject to the provisions of the Act, the Company may subject to the provisions of Section 61, by Ordinary Resolution:
 - (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;

- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

49. The Company may, by Special Resolution, reduce in any manner and with, and subject to any incident and consent required any law:

- (a) its Share Capital;
- (b) any Capital Redemption Reserve Account;
- (c) any Share Premium Account; or

BUY-BACK OF SHARES

50. Subject to the provisions Section 68 to 70 of the Act and any other applicable provisions of the Act, the Company is authorized to buy-back the Company's shares or other specified securities out of its free reserves or its securities premium account or from the proceeds of any shares or other specified securities;

Provided that no buy-back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or the same kind of other specified securities.

CAPITALISATION OF PROFITS

- 51.** (a) The Company in General Meeting may, upon the recommendation of the Board, resolve:
- (i) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (ii) That such sum be accordingly set free for distribution in the manner specified in 'clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards:
- (i) Paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (ii) Paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (iii) Partly in the way specified in sub-clause (A) and partly in that specified in sub clause (B);
 - (iv) A Securities Premium Account and a Capital Redemption Reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - (v) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- 52.** (a) whenever such a Resolution as aforesaid shall have been passed, the Board shall:
- (i) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
 - (ii) Generally do all acts and things required to give effect thereto.
- (b) The Board shall have power:
- (i) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and

- (ii) To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (c) Any agreement made under such authority shall be effective and binding on such members.

GENERAL MEETINGS

- 53.** All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
- 54.** Notwithstanding anything contained in Section 101 of the Companies Act, 2013, any General Meeting may be called by giving not less than twenty one days clear notice.
- A General Meeting may be called after giving a shorter notice if consent is given in writing or electronic mode by not less than 95% of the members entitled to vote at such meeting.
- 55.** (a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
- (b) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the Company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

- 56.** (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103.
- 57.** The Chairperson of the Company shall preside as Chairperson at every General Meeting of the Company.
- 58.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.
- 59.** If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

- 60.** (a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) 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.
- (d) Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

- 61.** Subject to any rights or restrictions for the time being attached to any class or classes of shares:
- (a) On a show of hands, every member present in person shall have one vote; and
- (b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
- 62.** A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.

- 63.** (a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 64.** 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.
- 65.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 66.** No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 67.** (a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (b) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

- 68.** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 69.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105 and other applicable provisions of the Act.
- 70.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

- 71.** The First Directors of the Company shall be:
- (a) Mr Ananda Raju Vegesna
- (b) Mr C R Rao
- (c) Mr M P Vijay Kumar
- 72.** (a) Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen).
- (b) Subject to the provisions of Section 149 of the Act, the Company may from time to time by Special Resolution increase or reduce the number of Directors within the limits fixed by these Articles, and may also determine in what rotation the increased or reduced number is to vacate the office. A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules. The Directors shall appoint one women director as per the requirements of section 149 of the Act.
- 73.** (a) The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.

- (b) Not less than two-thirds of the total number of Directors of the Company shall:
 - (i) be persons whose period of office is liable to determination by retirement of Directors by rotation; and
 - (ii) save as otherwise expressly provided in the said Act; be appointed by the Company in General Meeting.
 - (c) The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.
 - (d) Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
 - (e) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re- election.
 - (f) At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
 - (g) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill 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 and place.
 - (h) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless:
 - (i) at the meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
 - (ii) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
 - (iii) he is not qualified or is disqualified for appointment;
 - (iv) a resolution, whether special or ordinary, is required for his appointment or reappointment by virtue of any provisions of the said Act; or
 - (i) The Whole-time Directors shall not be liable to retire by rotation.
- 74.**
- (a) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
 - (b) The remuneration payable to the Directors, including any Managing or Whole-time Director or Manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Company in General Meeting.
 - (c) Every Director shall be paid a sitting fee not exceeding the limits prescribed in the Companies Act, 2013 or any amendment thereof for each meeting of the Board of Directors or of any committee thereof attended by him and shall be paid in addition thereto all travelling, hotel and other expenses properly incurred by him in attending and returning from the meetings of the Board of Directors or any committee thereof or General Meeting of the company or in connection with the business of the Company to and from any place.
- 75.** All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- 76.** The Board of Directors shall have power at any time, and from time to time, to appoint any person other than a person who fails to get appointed as a director in a General Meeting, as an Additional Director at any time who shall hold office only up to the date of the next Annual General Meeting, or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for appointment by the Company at that meeting subject to the provisions of the Act.

77. The Board of Directors may appoint a person, not being a person holding any alternate directorship for any other Director in the Company, to act as an Alternate Director to act for a Director (hereinafter called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an Independent Director unless he is qualified to be appointed as an Independent Director.

An Alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly. An Alternate Director shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India as aforesaid any provision for the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director. An Alternate Director may be removed by the Board of Directors which may appoint another Alternate Director in his place.

78. The Board may appoint any person as a director nominated by any financial institution, bank, corporation or any other statutory body, or if the Company has entered into any obligation with any such institution, bank, corporation or body in relation to any financial assistance by way of loan advanced to the Company or guarantee or given of any loan borrowed or liability incurred by the Company or so long as the Company is indebted. 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.

79. If the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board and the person so appointed shall hold office upto the date which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid.

Subject to the provisions of Section 168 of the Act a Director may at any time resign from his office upon giving notice in writing to the Company of his intention so to do, and thereupon his office shall be vacated.

POWERS OF BOARD

80. The management and business of the Company shall be vested in the Board of 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 presents, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these presents, 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 Board which would have been valid if that regulation had not been made.
81. Subject to the provisions of Section 179 of the Act and other provisions of the Act and rules there under, the Board may delegate from time to time and at any time to committee formed out of the Directors any of its powers, authorities, and discretion for the time being vested in the Board and any such delegations may be made on such terms and subject to such conditions as the Board may think fit.
82. 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 thinks 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 manufacturers of any firm or company or otherwise in favour of anybody or persons, whether nominated directly or indirectly by the Board, and any such power of attorney may contain such provision for the protection or convenience of persons dealing with such attorney as the Board may think fit.
83. The Board may authorise any such delegate, or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.
84. Subject to the provisions of Section 179, the Board may delegate all or any of their powers to any Directors jointly or severally or to any one Director at their discretion.

PROCEEDINGS OF THE BOARD

85. (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (b) A Director may, and the Manager or Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

86. (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
87. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.
- (a) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (b) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (c) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairperson of the meeting.
88. (a) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
- (b) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
89. (a) A Committee may elect a Chairperson of its meetings.
- (b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
90. (a) A Committee may meet and adjourn as it thinks fit.
- (b) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
91. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
92. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

KEY MANAGERIAL PERSONNEL

93. Subject to the provisions of the Act:

A Key Managerial Personnel may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and the Key Managerial Personnel so appointed may be removed by means of a resolution in the Board Meeting.

OPERATION OF BANK ACCOUNTS

94. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundis and bills or may authorise any one or more of themselves and / or other person or persons to exercise such powers.

ACCOUNTS

95. (a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.

- (b) No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

AUDIT

- 96. (a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the First Annual General Meeting.
- (b) At the First Annual General Meeting, the Company shall appoint an Auditor to hold Office from the conclusion of the Meeting till the conclusion of the sixth Annual General Meeting, subject to ratification by the members at every Annual General Meeting.
- (c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board, his remuneration shall be fixed by the Board.

COMMON SEAL

- 97. (a) The Board shall provide for the safe custody of the seal.
- (b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors or a Director and Secretary or a Director and such other person as the Board may appoint for the purpose; and those two Directors-and the Secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

DIVIDENDS AND RESERVE

- 98. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 99. Subject to the provisions of Section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
- 100. (a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 101. (a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (c) Any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits;
- (d) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 102. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 103. (a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who, is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct.

- (b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
104. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
105. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
106. No dividend shall bear interest against the Company.
107. There shall be no forfeiture of unclaimed or unpaid dividends before the claim becomes barred by law.
108. Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “_____ unpaid Dividend Account”.
109. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund.
110. All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

SECRECY

111. Subject to the provisions of law of the land and the act, every Manager, Auditor, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals 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 his duties except when required to do so by the Directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

WINDING UP

112. Subject to the provisions of Chapter XX of the Act and rules made there under:
- (a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in-space or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

113. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

DEMATERIALISATION OF SECURITIES

114. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares and to offer shares in a dematerialized form pursuant to the Depositories Act.
115. Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the share certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties

concerned and matters connected therewith or incidental thereof shall lie governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable laws.

116. The Company shall cause to be kept a register and index of Members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, shall be deemed to be a register and index of Members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.
117. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") or of the Act or of the secretarial standard issued by the Institute of Company Secretaries of India ("**Secretarial Standards**"), the provisions of the Listing Regulations or the Act or the Secretarial Standards shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations or the Act or the Secretarial Standards, from time to time.

GENERAL POWER

118. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") or of the Act or of the Secretarial Standard issued by the Institute of Company Secretaries of India ("**Secretarial Standards**"), the provisions of the Listing Regulations or the Act or the Secretarial Standards shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations or the Act or the Secretarial Standards, from time to time.

CHAPTER II

Chapter II of the Articles of Association provides for, among other things, the rights of certain Shareholders/CCD Holders vis-à-vis our Company. For more details in relation to the Debenture Subscription Agreements, see "*History and Certain Corporate Matters – Shareholders' agreements and other agreements*" on page 322.

CHAPTER III

1. Notwithstanding anything to the contrary contained herein these Articles, so long as any monies remain owing by the Company to any lender, bank, financial institution, debenture trustee(s) (acting for the benefit of the debenture holders holding debentures/bonds issued by the Company) or other body corporate from which the Company has borrowed funds, then till the time such monies remain due by the Company, such lender, bank, financial institution, debenture trustee or other body corporate, shall have a right to appoint from time to time, in accordance with the terms of their respective financing documents or on occurrence of any event specified under the applicable laws/rules, regulations, circulars, as amended from time to time, as the case may be, any person or persons as nominee director and/ or an observer on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place(s).
2. Chapter I and Chapter II of these Articles shall apply in so far and to the extent they are not contrary to or inconsistent with the provisions of Chapter III of these Articles as amended from time to time. In the event of any conflict or inconsistency between any provisions of Chapter III of these Articles and other Articles contained in Chapter I or Chapter II of these Articles, the provisions contained in Chapter III of these Articles shall prevail. In the event of any ambiguity in this regard, these Articles shall be interpreted so as to give full effect to the intent contained in the preceding sentence.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office between 10:00 a.m. and 5:00 p.m. IST on all Working Days and shall be also available on the website of our Company at www.sifyinfinitespaces.com/ipo from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/Offer Closing Date.

A. Material Contracts for the Offer

- (1) Offer Agreement dated October 16, 2025, entered into amongst our Company, Selling Shareholders and the BRLMs.
- (2) Registrar Agreement dated October 16, 2025, entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer.
- (3) Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
- (4) Cash Escrow and Sponsor Banks Agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Bankers to the Offer and Syndicate Members.
- (5) Share Escrow Agreement dated [●] amongst the Selling Shareholders, our Company and the Share Escrow Agent.
- (6) Syndicate Agreement dated [●] amongst our Company, the Selling Shareholders, Registrar to the Offer, the BRLMs and Syndicate Members.
- (7) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

- (1) Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.
- (2) Certificate of incorporation issued by the Registrar of Companies, Tamil Nadu at Chennai, dated November 20, 2017 to our Company,
- (3) Resolutions of the Board of Directors dated September 25, 2025, authorising the Offer and other related matters.
- (4) Shareholders' resolution dated September 26, 2025 approving the Offer and other related matters.
- (5) Resolution of the Board of Directors dated October 14, 2025, approving this Draft Red Herring Prospectus.
- (6) Resolution of the Board of Directors dated October 14, 2025, taking on record the approval for the Offer for Sale by each of the Selling Shareholders.
- (7) Resolution dated October 14, 2025, passed by the Audit Committee approving the KPIs for disclosure.
- (8) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor certifying the KPIs of our Company.
- (9) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor, certifying the weighted average cost of acquisition of equity shares of our Company;
- (10) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor, certifying the ESOP 2025;
- (11) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor, certifying tax litigation involving our Company, Directors and Promoters;

- (12) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor, certifying the outstanding dues to creditors;
- (13) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor, certifying the financial indebtedness of our Company;
- (14) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor, certifying our Company's eligibility for the Offer;
- (15) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor, certifying utilisation of loans availed by our Company.
- (16) Certificate dated October 16, 2025, issued by M/s Manohar Chowdhry & Associates, Statutory Auditor, certifying our source of funds and deployment of funds in relation to objects for the Offer
- (17) Consent letters from each of the Selling Shareholders, authorising its participation in the Offer to the extent of its respective portion of Offered Shares. For further details, see "*The Offer*" beginning on page 79.
- (18) Copies of the annual reports of our Company for Fiscals 2025, 2024 and 2023.
- (19) The examination report dated September 25, 2025 of the Statutory Auditors on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.
- (20) The statement of special tax benefits available to our Company and our Shareholders dated October 16, 2025, from the Statutory Auditors.
- (21) Consents of our Directors, Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, Bankers to our Company, Banker(s) to the Offer, the BRLMs, Syndicate Members, Registrar to the Offer to act in their specific capacities.
- (22) Consent dated October 16, 2025, from M/s Manohar Chowdhry & Associates, Statutory Auditors, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 25, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated October 16, 2025, on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
- (23) Consent dated October 16, 2025, from Vignesh Madhavan, independent chartered engineer, to include his name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as a chartered engineer (i) to the extent of information from the Project Reports included in this Draft Red Herring Prospectus and (ii) in relation to his certificate dated October 16, 2025, certifying the details of certain operational and capacity utilization data pertaining to our Company, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
- (24) Consent letter dated October 16, 2025, from Lattice Technologies Private Limited and Cushman & Wakefield India in relation to 1Lattice and C&W Report.
- (25) Report titled 'Data Center Industry Report' dated October 16, 2025 prepared and issued by Lattice Technologies Private Limited and Cushman & Wakefield India which has been commissioned and paid for by our Company exclusively for the purposes of the Offer.
- (26) Data Center Project Technical Report Chennai 02 dated October 16, 2025 and Data Center Project Technical Report T11& T12 Navi Mumbai dated October 16, 2025, issued by Vignesh Madhavan, Independent Chartered Engineer
- (27) Scheme of amalgamation between Patel Auto and our Company and their respective shareholders and creditors, sanctioned by the National Company Law Tribunal, Division Bench – I at Chennai through its order dated January 9, 2025;
- (28) Scheme of amalgamation between Print House and our Company and their respective shareholders and creditors, sanctioned by the National Company Law Tribunal, Division Bench – II at Chennai through its order dated July 10, 2023;
- (29) Valuation report dated December 28, 2023 issued by 'T. Saraswathi, Company Secretary and Registered Valuer, in relation to the Patel Auto Scheme.

- (30) Valuation report dated May 31, 2022 issued by 'T. Saraswathi, Company Secretary and Registered Valuer, in relation to the Print House Scheme.
- (31) Business Transfer Agreement dated January 28, 2021 executed between our Company and STL
- (32) Intercompany service agreements each dated January 28, 2021, with Sify Technologies Limited and Sify Digital Services Limited
- (33) Debenture Subscription Agreement dated November 1, 2021, entered amongst our Company, STL and KSSF along with Waiver cum Amendment Agreement dated September 25, 2025 along with the Waiver cum Amendment Agreement dated September 25, 2025.
- (34) Sale Right Agreement dated November 1, 2021, entered amongst our Company, STL and KSSF along with the Waiver cum Amendment Agreement dated September 25, 2025.
- (35) Debenture Subscription Agreement dated July 20, 2023, entered amongst our Company, STL and KDCF along with the Waiver cum Amendment Agreement dated September 25, 2025.
- (36) Debenture Subscription Agreement dated March 29, 2022, entered between our Company and STL along with the Waiver cum Amendment Agreement dated September 25, 2025.
- (37) Debenture Subscription Agreement dated March 30, 2023, entered between our Company and STL Waiver cum Amendment Agreement dated September 25, 2025.
- (38) Debenture Subscription Agreement dated October 27, 2022 entered into between our Company and STL.
- (39) Debenture Subscription Agreement dated August 4, 2025 entered between our Company and STL.
- (40) Tripartite agreement dated August 11, 2025 amongst our Company, NSDL and Registrar to the Offer.
- (41) Tripartite agreement dated August 11, 2025 amongst our Company, CDSL and Registrar to the Offer.
- (42) Undertaking dated [●] submitted by the BRLMs to SEBI in relation to the utilization of the proceeds from the Pre-IPO Placement.
- (43) Undertaking dated [●] submitted by the BRLMs to SEBI in relation to disclosure of the Pre-IPO Placement by way of public advertisement and the Price Band advertisement.
- (44) Due diligence certificate dated October 16, 2025, addressed to SEBI from the BRLMs.
- (45) In-principle listing approvals dated [●] and [●], issued by BSE and NSE, respectively.
- (46) SEBI final observation letter no. [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring 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 notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Vegesna Ananta Koti Raju
Chairperson and Non-Executive Director

Place: Delhi
Date: October 16, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Chintaluri Venkata Rajeswara Rao

Whole-time Director

Place: Chennai

Date: October 16, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Vegesna Bala Saraswathi
Non-Executive Director

Place: Chennai

Date: October 16, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Arun Seth
Independent Director

Place: Chennai
Date: October 16, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Padmaja Chunduru
Independent Director

Place: Bangalore
Date: October 16, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ram Sewak Sharma
Independent Director

Place: Chennai
Date: October 16, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Mark Evan Adams

Non-Executive Non-Independent Director

Place: California

Date: October 16, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Thomas Michael Bradicich
Independent Director

Place: Hyderabad
Date: October 16, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertaking made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Ganesh Sankararaman

Place: Chennai

Date: October 16, 2025

DECLARATION

We, Kotak Data Center Fund, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus, in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures, and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder(s), or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of Kotak Data Center Fund

Name: Rahul Shah ; Shital Gharge

Designation: Partner; Senior Vice-President

Place: Mumbai

Date: October 16, 2025

DECLARATION

We, Kotak Special Situations Fund, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures, and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of Kotak Special Situations Fund

Name: Rahul Shah ; Shital Gharge

Designation: Partner; Senior Vice-President

Place: Mumbai

Date: October 16, 2025